পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন।

"Investment in capital market involves certain degree of risks. The investors are required to read the prospectus and risk factors carefully, assess their own financial conditions and risk taking ability before making their investment decisions."

PUBLIC ISSUE OF 20,000,000 ORDINARY SHARES

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PROSPECTUS

Name of Issuer:

M.L. Dyeing Limited

Name of Issue Managers:

NBL Capital & Equity Management Limited **&** **Rupali Investment Limited**

(a) Preliminary Information and Declarations:

(i) **Name(s), address(s), telephone number(s), web address(s), e-mail(s), fax number(s) and contact persons of the issuer, issue manager(s), underwriter(s), auditors, credit rating company and valuer, where applicable;**

Issuer		
Name & Address	**Telephone & Fax Number, E-mail, Web Address**	**Contact Person**
M.L. Dyeing Limited (MLDL) House # 11, (Floor-6A), Road # 12, Block-F, Niketon, Gulshan-1, Dhaka-1212.	Tel: +88-02-48810050 Fax: +88-02-48810055 Email: info@mldyeing.com Web: www.mldyeing.com	**A.K.M. Atiqur Rahman** Company Secretary
Issue Managers		
Name & Address	**Telephone & Fax Number, E-mail, Web Address**	**Contact Person**
NBL Capital & Equity Management Limited Printers Building (8th Floor) 5 Rajuk Avenue, Dhaka-1000.	Tel: +88-02-47118816, +88-02-47118807 Fax: +88-02-47118805 E-mail: cemd@nblbd.com Web: www.nblceml.com	**Md. Mahmudul Hasan** Chief Executive Officer (CC)
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Underwriters		
Name & Address	**Telephone & Fax Number, E-mail, Web Address**	**Contact Person**
NBL Capital & Equity Management Limited Printers Building (8th Floor) 5 Rajuk Avenue, Dhaka-1000.	Tel: +88-02-47118816, +88-02-47118807 Fax: +88-02-47118805 E-mail: cemd@nblbd.com Web: www.nblceml.com	**Md. Mahmudul Hasan** Chief Executive Officer (CC)
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Auditor		
Name & Address	**Telephone & Fax Number, E-mail, Web Address**	**Contact Person**
Mahfel Huq & Co. Chartered Accountants 34, Topkhana Road, BGIC Tower (4th Floor), Dhaka-1000.	Tel: +88-02-9553143 Fax: +88-02-9571005 E-mail: mahfelcofca@yahoo.com web: www.mahfelhuq.com	**Nur Mohammad (Masud)** Manager, Audit & Assurance

The Company has no involvement with Valuer, Credit rating is not applicable for the issuer.

(ii) A person interested to get a prospectus may obtain from the issuer and the issue managers.

(iii)**"If you have any query about this document, you may consult the issuer, issue manager and underwriter"**

(iv) **"CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE OR OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION (PUBLIC ISSUE) RULES, 2015. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS CONSENT THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE ISSUER COMPANY, ANY OF ITS PROJECTS OR THE ISSUE PRICE OF ITS SECURITIES OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ISSUER, ITS DIRECTORS, CHIEF EXECUTIVE OFFICER, MANAGING DIRECTOR, CHIEF FINANCIAL OFFICER, COMPANY SECRETARY, ISSUE MANAGER, ISSUE MANAGER'S CHIEF EXECUTIVE OFFICER, UNDERWRITERS, AUDITOR(S), VALUER AND/OR CREDIT RATING COMPANY (IF ANY)."**

(v) 'Risks in relation to the First Issue'

"This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the securities is Tk. 10.00 (Ten) and the issue price is Tk. 10.00, i.e. the face value. The issue price has been determined and justified by the issuer and the issue managers as stated under the paragraph on "justification of issue price" should not be taken to be indicative of the market price of the securities after listing. No assurance can be given regarding an active or sustained trading of the securities or the price after listing."

(vi) 'General Risk'

"Investment in securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended by the Bangladesh Securities and Exchange Commission (BSEC) nor does BSEC guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'risk factors' given on page number(s) 144-153"

(vii) 'MLDL's Absolute Responsibility'

"The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this prospectus contains all material information with regard to the issuer and the issue, that the information contained in the prospectus are true, fair and correct in all material aspects and are not misleading in any respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect."

(b) **Availability of Prospectus**

(i) **Names, addresses, telephone numbers, fax numbers, website addresses and e-mail addresses and names of contact persons of the institutions where the prospectus and abridged version of prospectus are available in hard and soft forms;**

The Prospectus and abridged version prospectus in hard and soft forms of the Company shall be obtained from the following addresses:

Issuer		
Name & Address	**Telephone & Fax Number, E-mail, Web Address**	**Contact Person**
M.L. Dyeing Limited (MLDL) House # 11, (Floor-6A), Road # 12, Block-F, Niketon, Gulshan-1, Dhaka-1212.	Tel: +88-02-48810050 Fax: +88-02-48810055 Email: info@mldyeing.com Web: www.mldyeing.com	**A.K.M. Atiqur Rahman** Company Secretary
Issue Managers		
Name & Address	**Telephone & Fax Number, E-mail, Web Address**	**Contact Person**
NBL Capital & Equity Management Limited Printers Building (8th Floor) 5 Rajuk Avenue, Dhaka-1000.	Tel: +88-02-47118816, +88-02-47118807 Fax: +88-02-47118805 E-mail: cemd@nblbd.com Web: www.nblceml.com	**Md. Mahmudul Hasan** Chief Executive Officer (CC)
Rupali Investment Limited Shadharan Bima Tower 37-A Dilkusha C/A (7th Floor), Dhaka-1000.	Tel: +88-02-47112923 Fax: +88-02-47118073 E-mail: rilbd.info@gmail.com Web: www.riltd.org	**Abu Yusuf Mohammad Jakaria** Chief Executive Officer
Stock Exchanges		
Name & Address	**Telephone & Fax Number, E-mail, Web Address**	**Contact Person**
Dhaka Stock Exchange Limited DSE Library, 9/F Motijheel C/A, Dhaka-1000	Tel: +88-02-9564601, 9576210-18 Fax: +88-02-9564727, +88-02-9569755 E-mail: reasearch@dsebd.org Web: www.dsebd.org	**Afzalur Rahaman** Manager
Chittagong Stock Exchange Limited CSE Library, CSE Building, 1080, Sheikh Mujib Road Agrabad, Chittagong- 4100.	Tel: 031-714632-3 Fax: 031-714101 E-mail: jabed@cse.com.bd Web: www.cse.com.bd	**Mohammed Jabed Sarwar** Assistant Manager

Prospectus would also be available on the website of BSEC (www.sec.gov.bd) and at the Public Reference Room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and studying.

(ii) **Names and dates of the newspapers where abridged version of prospectus was published.**

Names and dates of the newspapers where abridged version of prospectus was published:

Sl. No.	Name of the Newspaper	Date of Publication
1	The Financial Express	June 12, 2018
2	New Age	
3	Bonik Barta	
4	Samakal	

(iii)**Definitions and Acronyms or Elaborations**

Acronyms or Elaborations:

A	
"Articles" or "Articles of Association" or "AoA"	The Articles of Association of M.L. Dyeing Limited, as amended
AGM	Annual General Meeting
Allotment	Letter of Allotment of shares
B	
"Board" or "Board of Directors" or "our Board"	The Board of Directors of M.L. Dyeing Limited, as duly constituted from time to time including any committees thereof
BAS	Bangladesh Accounting Standards
BDT	Bangladeshi Taka
BFRS	Bangladesh Financial Reporting Standards
BIDA	Bangladesh Investment Development Authority
BO A/C	Beneficiary Owner's Account
BSEC	Bangladesh Securities and Exchange Commission
C	
CDBL	Central Depository Bangladesh Limited
Certificate	Share Certificate
CFO	Chief Financial Officer
CIB	Credit Information Bureau
Commission	Bangladesh Securities and Exchange Commission
CSE	Chittagong Stock Exchange Limited
D	
DSE	Dhaka Stock Exchange Limited
E	
E-Mail	Electronic Mail
EPS	Earnings Per Share
ETP	Effluent Treatment Plant
Exchanges	Stock Exchanges
F	
FC A/C	Foreign Currency Account
FY	Fiscal Year
G	
GBP	Great Britain Pound
I	
IPO	Initial Public Offering
Issue	Public Issue of shares
Issue Managers	NBL Capital & Equity Management Limited & Rupali Investment Limited
Issuer	M.L. Dyeing Limited
L	
L/C	Letter of Credit
M	
"Memorandum" or "Memorandum of Association" or "MoA"	The Memorandum of Association of M.L. Dyeing Limited, as amended
M.Com	Master of Commerce

M.Sc	Master of Science
MA	Masters of Arts
MBA	Master of Business Administration
MLDL	M.L. Dyeing Limited
MS-Word	Microsoft word
N	
NAV	Net Asset Value
NBFI	Non-Banking Financial Institution
NBLCEML	NBL Capital & Equity Management Limited
NBR	National Board of Revenue
NRB	Non Resident Bangladeshi
O	
"Our Company"	M.L. Dyeing Limited, a public limited company incorporated under the Companies Act
Offering Price	Price of the Securities of MLDL
P	
PE	Price to Earnings
R	
RIL	Rupali Investment Limited
S	
Securities	Share of M.L. Dyeing Limited
Securities Market	The Share Market of Bangladesh
Sponsors	The sponsor shareholders of M.L. Dyeing Limited
Subscription	Application Money
T	
The Company/Issuer	M.L. Dyeing Limited, a public limited company incorporated under the Companies Act
TT	Telephonic Transfer
U	
UK Pound	United Kingdom Pound
USD	United States Dollar
V	
VAT	Value Added Tax

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CHAPTER (I): EXECUTIVE SUMMARY

(a) About the industry:

Dyeing is the process of adding color to textile products like fibers, yarns, and fabrics. Dyeing is normally done in a special solution containing dyes and particular chemical material. After dyeing, dye molecules have uncut chemical bond with fiber molecules. The temperature and time controlling are two key factors in dyeing.

Bangladesh is one of the largest producers of textiles and garments products. Abundant availability of raw materials' demand and cheap labor has made the country a sourcing hub. With the improvement of the Textile & RMG sector in Bangladesh a lot of backward linkage industries have been established to support the Textile & RMG sector. Dyeing industry is one of the most important backward linkage industries for the Textile & RMG sector. The demand of dyeing industry is increasing day by day considering the development of the Textile & RMG sector.

[Source: BKMEA website]

(b) About the Issuer:

Incorporation	As Private Limited Company	March 21, 2001 & Reg. no. C-42701(2060)/2001
Converted to Public Limited Company	02-Jun-2010	
Commencement of Commercial Operation	1-Jul-2002	
Registered Office & Factory	Vill: Zamirdia, 10 Hobirbari, Bhaluka, Mymensingh, Bangladesh.	
Corporate Office	House # 11, (Floor-6A), Road # 12, Block-F, Niketon, Gulshan-1, Dhaka-1212.	
Nature of Business	The principal activities of the Company are to carry on the business of dyeing and finishing yarn for 100% export oriented sweater industries in Bangladesh.	

(c) Financial Information:

Major financial information of M.L. Dyeing Limited (MLDL) is as follows:

Sl. No.	Particulars	For the year				
		30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
			Restated			
1	Sales	2,295,718,352	1,923,513,063	1,712,845,768	2,379,356,874	2,538,284,589
2	Cost of Sales	2,027,375,221	1,652,894,831	1,454,826,153	1,726,328,867	1,691,808,367
3	Net Profit before Tax	256,955,047	200,386,101	217,822,139	663,541,668	790,382,163
4	Net Profit after Tax	222,203,683	166,102,691	186,684,833	570,292,855	680,842,780
5	Total Assets	3,626,830,095	3,430,241,304	3,714,481,409	3,594,651,985	3,267,552,926
6	Share Capital	1,404,100,000	1,404,100,000	1,404,100,000	1,404,100,000	702,050,000
7	Retained Earnings	1,925,210,335	1,703,006,652	1,887,928,961	1,701,244,128	1,833,001,273
8	No. of Shares	140,410,000	140,410,000	140,410,000	140,410,000	70,205,000
9	Face Value	10.00	10.00	10.00	10.00	10.00
10	NAV Per Share (without revaluation reserve)	23.71	22.13	23.45	22.12	36.11
11	Earnings per Share (EPS)	1.58	1.18	1.33	4.06	4.85

(d) Features of the issue and its objects:

Offer Price	Tk. 10.00
Number of Shares	20,000,000
Offer Size	Tk. 200,000,000.00
Purpose of Raising Fund	Proceeds from Initial Public Offering (IPO) will be used for acquisition of Machinery & Equipment and for IPO Expenses
Date of Implementation	Within 21 months after receiving IPO fund

(e) Legal and other Information:

Sl.	Name of Certificate/license/Registration	License Issuer/Issuing Authority	Certificate / License No.	Validity/Current Status
1	Trade License	10 Hobirbari Union Parishad, Bhaluka	1122	30.06.2018
2	TIN Certificate	National Board of Revenue	847475218132	N/A
3	VAT Reg. No.	Customs, Excise & VAT Commissionerate, Gazipur	18061001924	N/A
4	Export Registration Certificate	Controller of Import & Export, Government of Bangladesh	Ra 56986	30.06.2018
5	Import Registration Certificate		Ba 123829	30.06.2018
6	BDYEA	Bangladesh Dyed Yarn Exporters Association	Serial # 09	31.12.2018
7	Fire License	Bangladesh Fire Services and Civil Defense	Mymen/853/2002	30.06.2018
8	BIDA License	Bangladesh Investment Development Authority	J-58011108008-H	N/A
9	Environment Clearance Certificate	Department of Environment, Dhaka Division	22.02.6100.142.72.021.15.02	23.11.2018
10	Factory License	Department of Factory, Dhaka Division	126/Mymensingh	30.06.2018
11	Boiler License	Department of Explosive	Ba: Bo: 2433	21.10.2018
			Ba: Bo: 2918	16.07.2018
12	Bonded Warehouse License	Customs Bond Commissionarate	165/Cas-SBW/2002	27.03.2018 (applied for renewal)

(f) Promoters' background:

When the company was incorporated, following persons were the subscribers to the memorandum:

Sl. No.	Name of Promoter	Current Status
1	Alhaj Abdul Kader Faruk	Sponsor Shareholder
2	Alhaj Mustafizur Rahman	
3	Mrs. Shirin Faruk	

Their background is stated below:

Al-Haj Abdul Kader Faruk

Al-Haj Abdul Kader Faruk aged 57, sponsor shareholder of the Company, was born in well-known business family in 1960 in Barisal. After completing his Masters degree, he engaged himself in business. He became a successful businessman in a short time of his business career with his sincerity, honesty, conceptual and practical problem-solving expertise. He has established and owned of different type of Industries including R.N. Spinning Mills Limited, FAR Apparels, Chong Won ARS Sweater Ltd. and other organization. During his tenure of business career, he gained business technique in textile spinning and its manufacturing, operating, marketing and controlling systems. Mr. Faruk is associated with and donors of a number of schools and different social welfare organizations like Nuren Nesa Kader Memorial Secondary School-Barisal, Moulana Abu Baker Siddique Yatim Khana-Barisal, Bahadurpur Howlader Foundation- Mohakhali, Mohammadia Hafezia Madrasa- (Kendua) Netrokona. He is well acquainted with international scenario because of his business tours in many countries including America, Japan, China, India, German, U.K, Australia, Saudi Arabia, Hong Kong, Singapore.

Al-Haj Mustafizur Rahman

Al-Haj Mustafizur Rahman, aged 79, is a sponsor shareholder of the company. He completed his graduation degree from Barisal B.M. College. He started his career as a businessman in 1964. He was engaged in different types of local and international businesses. Mr. Rahman acquired vast experience in textile trading and other manufacturing business through his fifty-three years of business career. Mr. Rahman is associated with and donors of different social welfare organizations like Nuren Nesa Kader Memorial Secondary School-Barisal, Moulana Abu Baker Siddique Yatim Khana- Barisal. He traveled many countries of Europe and Asia to enrich his business knowledge and experience.

Mrs. Shirin Faruk

Mrs. Shirin Faruk, aged 51, is sponsor shareholder of the company. After competing Master degree, she started her career as an officer in a Jute spinning mills. After gaining technical details and production & factory labor administration of spinning mills, she joined in her family business. She is associated with and donors of different social welfare organizations likeMoulana Abu Baker Siddique Yatim Khana-Barisal, Aysha Memorial. She is the founder of Aysha Memorial - A health care organization of distressed woman. She is also the Director of R.N. Spinning Mills Limited, a Public Limited company. She has traveled many countries including U.K, Malaysia, Singapore, and Saudi Arabia for business purpose. She is well known in yarn quality, technical details of spinning machinery and general production process and administration.

(g) Capital structure and history of capital raising:

The Company intends to issue 20,000,000 ordinary shares of Tk. 10.00 each at par through Initial public offering (IPO) totaling to Tk. 200,000,000.00 subject to regulatory approvals.

Particulars	No. of Shares	Face Value (Tk.)	Issue Price (Tk.)	Amount in Taka
Authorized Capital	210,000,000	10.00	10.00	2,100,000,000
Before IPO:				
Paid up capital	140,410,000	10.00	10.00	1,404,100,000
After IPO:				
To be issued through IPO	20,000,000	10.00	10.00	200,000,000
Paid up capital (Post IPO)	**160,410,000**	**10.00**	**10.00**	**1,604,100,000**

The Company has raised its paid-up capital in following phases:

Particulars of Allotment	Date of Allotment	Form of Consideration (No. of Shares)				Face Value of Share (Tk.)	Paid-up Capital
		In cash		Other than in cash	Bonus		
		Considering Face Value of Tk.100 each Share	Considering Face Value Tk.10 each Share after split				
1st (subscriber to the Memorandum & Articles of Association at the time of incorporation)	21-Mar-01	1,000	-	-	-	100.00	100,000
2nd	14-Jan-10	998,000	-	-	-	100.00	99,800,000
3rd	2-May-10	-	8,000,000	52,215,000	-	10.00	602,150,000
4th	27-Aug-13	-	-	-	70,205,000	10.00	702,050,000
Total							**1,404,100,000**

Notes: The Company has changed the face value of its ordinary share from Tk. 100.00 to Tk. 10.00 by passing a special resolution in its extraordinary general meeting held on 7th March, 2010 and necessary amendments in capital clause of the Memorandum and Articles of Association were made accordingly.

(h) Summary of Valuation Report of Securities:

Particulars	Amount (in Tk.)
Method 1: Net Asset Value (NAV) per share/Equity based valuation	
Net Asset Value per share (without revaluation reserve)	23.71
Method 2: Historical Earnings based valuation	
Earnings based Value per share based on Overall Market P/E	38.66
Method 3: Average market price of similar stock-based valuation	23.10

CHAPTER (II): CONDITIONS IMPOSED BY THE COMMISSION IN THE CONSENT LETTER

DISCLOSURE IN RESPECT OF ISSUANCE OF SECURITY IN DEMAT FORM:

As per provisions of the Depository Act, 1999 and regulations made there under, share of the Company will be issued in dematerialized form only and for this purpose M.L. Dyeing Limited will sign an agreement with the Central Depository Bangladesh Limited (CDBL). Therefore, all transfers, transmissions, splitting or conversions will take place on the CDBL system and any further issuance of shares (including rights and bonus) will also be issued in dematerialized form only.

CONDITIONS UNDER 2CC OF THE SECURITIES AND EXCHANGE ORDINANCE, 1969:

PART-A

1. The Company shall go for Initial Public Offer (IPO) for 2,00,00,000 ordinary shares of Tk. 10.00 each at par totaling to **Tk. 20,00,00,000.00 (Taka twenty crore only)** following the Securities and Exchange Ordinance, 1969, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Depository Act, 1999 and rules made there under.

2. The abridged version of the prospectus, as approved by the Commission, shall be published by the issuer in 4 (Four) national daily newspapers (two in Bangla and two in English), within **02 (two) working days** of issuance of this consent letter. The issuer shall post the full prospectus, vetted by Commission, in the issuer's website and shall also put on the websites of the Commission, stock exchanges, and the issue manager, within **3 (three) working days** from the date of issuance of this letter and shall remain posted till the closure of the subscription list. The issuer shall submit to the Commission, the stock exchanges and the issue manager a diskette containing the text of the vetted prospectus in "MS -Word" format.

3. The company shall submit **40 (Forty)** copies of the printed prospectus to the Commission for official record within **5 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspaper.

4. The issuer company and the issue manager shall ensure transmission of the prospectus and its abridged version for NRBs through email to the Bangladesh Embassies and Missions abroad within **5 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspaper. A compliance report shall be submitted in this respect to the Commission jointly by the issuer and the Issue Manager within **02 (Two) working** days from the date of said transmission of the prospectus.

5. The following declaration shall be made by the company in the prospectus, namely: -

   "Declaration about Listing of Shares with the stock exchange (s):

   None of the stock exchange(s), if for any reason, grants listing within **75 (Seventy Five) days** from the closure of subscription, any allotment in terms of this prospectus shall be void and the company shall refund the subscription money within **15 (Fifteen) days** from the date of refusal for listing by the stock exchanges, or from the date of expiry of the said **75 (Seventy Five) days**, as the case may be.

In case of non-refund of the subscription money within the aforesaid **15 (Fifteen) days**, the Directors of the company, in addition to the issuer company, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of **2% (two percent)** above the bank rate, to the subscribers concerned.

The issue manager, in addition to the issuer company, shall ensure due compliance of the above mentioned conditions and shall submit compliance report thereon to the Commission within **07 (Seven) days** of expiry of the aforesaid **15 (Fifteen) days** time period allowed for refund of the subscription money."

6. All applicants shall apply for a minimum lot of 500 shares worth Taka 5,000/- (Taka five thousand only) or its multiples.

7. The IPO shall stand cancelled in case of under-subscription in any category above 35%. In such an event, the issuer and issue manger shall inform the Commission **within 2 (two) working days** and release the subscription money within 10 (ten) working days after receiving verification report from CDBL and the information from exchanges regarding subscription.

8. **20% of the securities reserved for other general public shall be reserved for ক্ষতিগ্রস্থ ক্ষুদ্র বিনিয়োগকারী. In case of under-subscription under any of sub-categories of eligible investors category or general public category, the unsubscribed portion shall be added to other sub-category of the same category. In case of over subscription in the general public category, the issuer and the issue manager shall jointly conduct an open lottery.**

9. **An applicant cannot submit more than two applications, one in his/her own name and the other jointly with another person. In case, an applicant submits more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, 15% (fifteen) of the application money will be forfeited by the Commission and the balance amount will be refunded to the applicant.**

10. **The applicants who have applied for more than two applications using same bank account, their application will not be considered for lottery and the Commission will forfeit 15% of their subscription money.**

11. **Making of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information in the application shall make the application liable to rejection and subject to forfeiture of 25% of the application money and/or forfeiture of share (unit) before or after issuance of the same by the issuer. The said forfeited application money or share (unit) will be deposited in account of the Bangladesh Securities and Exchange Commission (BSEC). This is in addition to any other penalties as may be provided for by the law.**

12. The company shall furnish the list of allotees to the Commission and the stock exchange(s) simultaneously in which the shares will be listed, within **24 (Twenty Four) hours** of allotment.

13. Shares not allotted at the time of according this consent, but allotted after listing, in favor of sponsors, directors or shareholders having 10% or more shares, other than alternative investment funds, through stock dividends, shall be subject to a lock-in period of 02(two) years from the date of issuance of the prospectus.

14. **If any share of Sponsors/Directors/Promoters is in paper format, it shall be handed over to securities custodian registered with the Commission and shall remain held till completion of lock-in period and the name of the securities custodian shall be furnished to the Commission jointly by the issuer and issue manager, along with a confirmation thereof from the custodian, within one week of listing of the shares with the stock exchange(s). Or they (shares of Sponsors/ Directors/ Promoters) can be demated and shall remain in lock-in under CDBL system and issuer shall submit a dematerialization confirmation report generated by CDBL and attested by Managing Director of the company along with the lock-in confirmation to the Commission within one week of listing of the shares with the stock exchange(s). In respect of shares other than Sponsors/Directors/Promoters the issuer will ensure their lock-in of those shares and submit a statement to this effect to the Commission.**

15. **The company shall not declare any dividend/bonus shares before listing of its capital with any Exchange from the date of this consent for raising of capital.**

16. **The company shall not engage itself into any merger/amalgamation or acquisition activities without taking "No Objection" from the Commission, on the scheme of the said merger/amalgamation or acquisition, as recommended by the Board of Directors, before approval by the shareholders in General Meeting.**

PART-B
Application Process

Step-1 (Applicant)

1. An applicant for public issue of securities shall submit application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty fifth) working day** from the date of publication of abridged version of prospectus.

2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:

   a) Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and service charge available in respective customer account maintained with the Stockbroker/Merchant Banker. No margin facility, advance or deferred payment is permissible for this purpose. In case the application is made through a margin account, the application money shall be deposited separately and the Stockbroker/Merchant Banker shall keep the amount segregated from the margin account, which shall be refundable to the applicant, if become unsuccessful.

   b) Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the Issuer for an amount equivalent to the application money, with their application to the concerned Stockbroker/Merchant Banker. A Non-resident Bangladeshi (NRB) and Foreign applicant may also submit a single draft against 02(two) applications made by him/her, i.e. one in his/her own name and the other jointly with another person. The draft (FDD) shall be issued by the Bank where the applicant maintains Foreign Currency account debiting the same account **and provide the customer with a certificate mentioning the FC account number which has been debited to issue the FDD. The applicant shall also**

submit the certificate with their application. No banker shall issue more than two drafts from any Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in respective customer account maintained with the Stockbroker/Merchant Banker.

c) Eligible investors shall submit application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by exchange(s).

Step-2 (Intermediary)

3. The Stockbroker/Merchant Banker shall maintain a separate bank account only for this purpose namely "Public Issue Application Account". The Stockbroker/Merchant Banker shall:

   a) post the amount separately in the customer account (other than NRB and Foreign applicants), and upon availability of fund, block the amount equivalent to the application money;

   b) accumulate all the application/buy instructions received up to the cut-off date, deposit the amount in the "Public Issue Application Account" maintained with its bank within the first banking hour of **next working day** of the cut-off date;

   c) instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue a certificate in this regard.

4. Banker of the Stockbroker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover it to the respective Stockbroker/Merchant Banker.

5. For Non-resident Bangladeshi (NRB) and Foreign applicants, the Stockbroker/Merchant Banker shall prepare a list containing the draft information against the respective applicant's particulars.

6. The Stockbroker/Merchant Banker shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and Number of Securities applied for, and within 03 (three) working days from the cut-off date, send to the respective Exchange, the lists of applicants in electronic (text format with tilde '~' separator) format, the certificate(s) issued by its banker, the drafts **and certificates** received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the draft information.

7. **On the next working day**, the Exchanges shall provide the Issuer with the information received from the Stockbroker/Merchant Bankers, the drafts **and certificates** submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the draft information. Exchanges shall verify and preserve the bankers' certificates in their custody.

8. The application/buy instructions shall be preserved by the Stockbroker/Merchant Bankers up to 6 months from listing of the securities with exchange.

Step-3 (Issuer)

9. The Issuer shall prepare consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification. The Issuer shall post the consolidated list of applicants on its website and websites of the Exchanges. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.

10. **On the next working day**, CDBL shall provide the Issuer with an updated database of the applicants containing BO Account Number, Name, Addresses, Parents' Name, Joint Account and Bank Account information along with the verification report.

11. After receiving verification report and information from CDBL, the Issuer shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications and submit report of final status of subscription to the Commission and the Exchanges **within 10 (ten) working days** from the date of receiving information from the Exchanges.

12. The Issuer and the issue manager shall conduct category wise lottery with the valid applications **within 03 (three) working days** from the date of reporting to the Commission and the Exchanges, if do not receive any observation from the Commission or the Exchanges.

13. The Issuer and issue manager shall arrange posting the lottery result on their websites within **06 (six) hours** and on the websites of the Commission and Exchanges within **12 (twelve) hours** of lottery.

14. Within **02 (two) working days** of conducting lottery, the Issuer shall:

    a) send category wise lists of the successful and unsuccessful applicants in electronic (text format with tilde '~' separator) format to the respective Exchange.

    b) send category wise lists of unsuccessful applicants who are subject to penal provisions as per conditions of the Consent Letter issued by the Commission in electronic (text format with tilde '~' separator) format to the Commission and Exchanges mentioning the penalty amount against each applicant.

    c) issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to respective Exchange in electronic form.

    d) send consolidated allotment data (BOID and number of securities) in electronic text format in a CDROM to CDBL to credit the allotted shares to the respective BO accounts.

Step-4 (Intermediary)

15. **On the next working day**, Exchanges shall distribute the information and allotment letters to the Stockbroker/Merchant Bankers concerned in electronic format and instruct them to:

    a) remit the amount of successful (other than NRB and Foreign) applicants to the Issuer's respective Escrow Account opened for subscription purpose, and unblock the amount of unsuccessful applicants;

b) send the penalty amount of other than NRB and Foreign applicants who are subject to penal provisions to the Issuer's respective Escrow Accounts along with a list and unblock the balance application money;

16. **On the next working day** of receiving the documents from the Exchanges, the Stockbrokers/Merchant Banker shall request its banker to:

a) release the amount blocked for unsuccessful (other than NRB and foreign) applicants;

b) remit the aggregate amount of successful applicants and the penalty amount of unsuccessful applicants (other than NRB and foreign) who are subject to penal provisions to the respective 'Escrow' accounts of the Issuer opened for subscription purpose.

17. **On the next working day** of receiving request from the Stockbrokers/Merchant Bankers, their bankers shall unblock the amount blocked in the account(s) and remit the amount as requested for to the Issuer's 'Escrow' account.

18. **Simultaneously**, the stockbrokers/Merchant Bankers shall release the application money blocked in the customer accounts; inform the successful applicants about allotment of securities and the unsuccessful applicants about releasing their blocked amounts and send documents to the Exchange evidencing details of the remittances made to the respective 'Escrow' accounts of the Issuer. The unblocked amounts of unsuccessful applicants shall be placed as per their instructions. The Stockbroker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, from the applicant who wants to withdraw the application money, up to an amount of Tk. 5.00 (five) per withdrawal.

19. All drafts submitted by NRB or Foreign applicants shall be deposited in the Issuer's respective 'Escrow' accounts and refund shall be made by the Issuer by refund warrants through concerned stockbroker or merchant banker or transfer to the applicant's bank account (**FC account which has been debited to apply by NRB or foreign applicants)** through banking channel within 10 (ten) working days from the date of lottery.

Miscellaneous:

20. The Issuer, Issue Manager(s), Stockbrokers and Merchant Bankers shall ensure compliance of the above.

21. The bank drafts (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.

22. Amount deposited and blocked in the "Public Issue Application Account" shall not be withdrawn or transferred during the blocking period. Amount deposited by the applicants shall not be used by the Stockbrokers/Merchant Bankers for any purpose other than public issue application.

23. The Issuer shall pay the costs related to data transmission, if claimed by the Exchange concerned up to an amount of Tk. 2,00,000.00 (taka two lac) for a public issue.

24. The Stockbroker/Merchant Bankers shall be entitled to a service charge of Tk. 5.00 (Taka five) only per application irrespective of the amount or category. The service charge shall be paid by the applicant at the time of submitting application.

25. The Stockbroker/Merchant Banker shall provide the Issuer with a statement of the remittance and drafts sent.

26. The Issuer shall accumulate the penalty amount recovered and send it to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.

27. The concerned Exchange are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

PART-C

1. The issue manager shall carefully examine and compare the published prospectus and its abridged version on the date of publication with the copies vetted by the Commission. If any discrepancy is found, both the issuer and the issue manager shall jointly publish a corrigendum immediately in the same newspapers concerned, simultaneously endorsing copies thereof to the Commission and the stock exchanges concerned. In this regard, the issue manager shall submit a compliance report to the Commission within 5 working days from the date of such publications.

2. The fund collected through Public Offering shall not be utilized prior to listing with Exchange(s) and that utilization of the said fund shall be effected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc.

3. The company shall furnish status report on utilization of Public Offering proceeds audited by foreign affiliated auditors and authenticated by the board of directors to the Commission and the Exchanges within 15 (Fifteen) days of the closing of each month until such fund is fully utilized, as mentioned in the schedule contained in the prospectus. The issuer shall simultaneously post the status report in its website and Exchanges shall also post the same in company information contained in websites of the Exchanges. In the event of any irregularity or inconsistency, the Commission may employ or engage any person to examine whether the issuer has utilized the proceeds for the purpose disclosed in the prospectus.

4. While auditing the utilization of IPO proceeds, the auditors will perform their jobs under the following terms of reference (TOR) and confirm the same in their report/certificate:

(a) Whether IPO proceeds have been utilized for the purposes/heads as specified in the prospectus;

(b) Whether IPO proceeds have been utilized in line with the condition (if any) of the Commission's consent letter;

(c) Whether utilization of IPO proceeds have been completed within the time schedule/implementation schedule as specified in the published prospectus;

(d) Whether utilization of IPO proceeds is accurate and for the purpose of the company as mentioned/specified in the published prospectus; and

(e) The auditors should also confirm that: (i) assets have been procured/imported/constructed maintaining proper/required procedure as well as at reasonable price; and (ii) auditors' report has been made on verification of all necessary documents/papers/vouchers in support of IPO proceeds making reconciliation with Bank Statement.

5. All transactions, excluding petty cash expenses, shall be effected by crossed cheques or bank transfers.

6. Proceeds of the public offering shall not be transferred to any other bank account before listing with the Exchange(s). The proceeds shall not be used for any purpose other than those specified in the prospectus without any valid ground. Any material deviation in this respect must have prior approval of at least 51% of the public shareholders, other than sponsors and directors, in a general meeting through a board approved agenda and due notification to the shareholders. Before the said general meeting, such deviation as recommended by the board of directors shall be published as price-sensitive information with detailed description and reasons for such deviation. If approved by the shareholders, the meeting resolution shall be submitted to the Commission along with reasonable explanations and the decision shall be published as price-sensitive information.

7. If any quarter or half-year of the financial year ends after publication of the abridged version of prospectus and before listing of its securities with any exchange, the company shall disseminate/transmit/submit the said quarterly/half yearly financial statements in accordance with the Commission's Notification SEC/CMRRCD/2008-183/admin/03-34 dated September 27, 2009 and Rules 13 of the Securities and Exchange Rules, 1987.

8. In the event of arising issues concerning Price Sensitive Information as defined under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা ১৯৯৫ after publication of the abridged version of prospectus and before listing of its securities with any exchange, the company shall disseminate/transmit/submit the information as price sensitive in accordance with the Commission's Notification No. SEC/SRMI/200-953/1950 dated October 24, 2000.

PART-D

1. As per provision of the Depository Act, 1999 & Regulations made thereunder, shares will only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the depository system of Central Depository Bangladesh Ltd. (CDBL) and any further issuance of shares (including rights/bonus) will be made in dematerialized form only.

2. The issuer and the issue manager shall ensure due compliance of all the above conditions, the 'Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015' and the listing regulations of the Exchanges.

3. The Commission may impose further conditions/restrictions etc. from time to time as and when considered necessary which shall also be binding upon the issuer company.

CHAPTER (III): DECLARATION AND DUE DILIGENCE CERTIFICATES

Annexure-A

DECLARATION ABOUT THE RESPONSIBILITY OF THE DIRECTORS, INCLUDING THE CEO OF THE ISSUER IN RESPECT OF THE PROSPECTUS

[Rule 4 (1)(d)]

This prospectus has been prepared, seen and approved by us, and we, individually and collectively, accept full responsibility for the authenticity, accuracy and adequacy of the statements made, information given in the prospectus, documents, financial statements, exhibits, annexes, papers submitted to the Commission in support thereof, and confirm, after making all reasonable inquiries that all conditions concerning this public issue and prospectus have been met and that there are no other information or documents, the omission of which make any information or statements therein misleading for which the Commission may take any civil, criminal or administrative actions against any or all of us as it may deem fit.

We also confirm that full and fair disclosures have been made in this prospectus to enable the investors to make a well informed decision for investment.

Sd/-
Faiaz Kader
Chairman

Sd/-
Golam Azam Chowdhury
(Representative Director of Rajon Textile Mills Ltd.)
Managing Director & Director

Sd/-
Rezaur Rahman Rajon
Director

Sd/-
Abul Khair Manik
(Representative Director of Total Spinning Mills Ltd.)
Director

Sd/-
Syed Md. Tajon Islam
Independent Director

Date: September 27, 2017

Annexure-B

DUE DILIGENCE CERTIFICATE BY ISSUE MANAGER
(NBL CAPITAL & EQUITY MANAGEMENT LIMITED)

[Rule 4 (1)(d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 20,000,000 Ordinary Shares of Tk. 200,000,000.00 by M. L. Dyeing Limited.

Dear Sir,

We, the issue manager to the above-mentioned forthcoming issue, state and confirm as follows:

(1) We have examined all the documents submitted with the application for the above mentioned public issue, visited the premises of the issuer and interviewed the Chairperson, Directors and key management personnel of the issuer in connection with the finalization of the prospectus pertaining to the said issue;

(2) On the basis of such examination and the discussions with the directors, officers and auditors of the issuer, other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer.

WE CONFIRM THAT:

a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;

b) All the legal requirements relating to the issue as also in the rules, notification, guidelines, instructions, etc. framed/issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;

c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws;

d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;

e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;

f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the 'main objects' listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which

have been carried out till now are valid in terms of the object clause of its Memorandum of Association;

g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;
h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well informed decision;

i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;

j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules has been complied with and our comments, if any;

k) We also declare that we have not managed any public issue in the last 05 (five) years.

Sd/-
Kamrun Naher
Chief Executive Officer
NBL Capital & Equity Management Limited

Place: Dhaka
Date: September 19, 2017

Annexure-B

DUE DILIGENCE CERTIFICATE BY ISSUE MANAGER
(RUPALI INVESTMENTLIMITED)

[Rule 4 (1)(d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 20,000,000 Ordinary Shares of Tk. 200,000,000.00 by M.L. Dyeing Limited.

Dear Sir,

We, the issue manager to the above-mentioned forthcoming issue, state and confirm as follows:

(3) We have examined all the documents submitted with the application for the above mentioned public issue, visited the premises of the issuer and interviewed the Chairperson, Directors and key management personnel of the issuer in connection with the finalization of the prospectus pertaining to the said issue;

(4) On the basis of such examination and the discussions with the directors, officers and auditors of the issuer, other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer.

WE CONFIRM THAT:

a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;

b) All the legal requirements relating to the issue as also in the rules, notification, guidelines, instructions, etc. framed/issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;

c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well-informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws;

d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;

e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;

f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the 'main objects' listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;

g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;

h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well-informed decision;

i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;

j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules has been complied with and our comments, if any;

k) We also declare that we have not managed any public issue in the last 05 (five) years.

For the Issue Manager

Sd/-
Md. Mamunur Rashid
Chief Executive Officer
Rupali Investment Limited

Place: Dhaka
Date: September 28, 2017

Annexure-C

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER
(NBL CAPITAL & EQUITY MANAGEMENT LIMITED)

[Rule 4 (1)(d)]

To
The Bangladesh Securities and Exchange Commission

Sub: Public Offer of 20,000,000Ordinary Shares of Tk. 200,000,000.00 by M.L. Dyeing Limited.

Dear Sir,
We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

(1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and

(2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:
(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 250,000,000.00 (Taka Twenty Five Crore) and we have the capacity to underwrite a total amount of Tk.1,250,000,000.00 (Taka One Hundred Twenty Five Crore) as per relevant legal requirements. We have committed to underwrite for up to Tk. 30,000,000.00 (Taka Three Crore) for the upcoming issue.

(b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

Sl.	Name of the issue	Amount underwritten (Tk.)
i	Aftab Hatchery Limited	12,60,00,000.00
ii	STS Holdings Limited	2,00,00,000.00
iii	Dhaka Regency Hotel & Resort Limited	2,10,00,000.00
iv	AB Bank Limited	30,00,00,000.00
v	Indo-Bangla Pharmaceuticals Limited	1,75,00,000.00
vi	Popular Pharmaceuticals Limited	1,00,00,000.00
vii	Esquire Knit Composite Limited	2,00,00,000.00
viii	Delta Hospital Limited	80,00,000.00
	Total	**52,25,00,000.00**

(c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;

(d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and

(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-
Kamrun Naher
Chief Executive Officer
NBL Capital and Equity Management Limited

Date: September 26, 2017
Place: Dhaka

Annexure-C

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER
(RUPALI INVESTMENT LIMITED)

[Rule 4 (1)(d)]

To
The Bangladesh Securities and Exchange Commission

Sub: Public Offer of 20,000,000Ordinary Shares of Tk. 200,000,000.00 by M.L. Dyeing Limited.

Dear Sir,
We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

(1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and

(2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 1,000,000,000.00 (Taka One Hundred Crore) and we have the capacity to underwrite a total amount of Tk. 5,000,000,000.00 (Taka Five Hundred Crore) as per relevant legal requirements. We have committed to underwrite for up to Tk. 20,000,000.00 (Taka Two Crore) for the upcoming issue.

(b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

Sl. No.	Name of the Company	Amount Underwritten (in Tk.)
i	Beach Hatchery Limited	50,000,000.00
Total		**50,000,000.00**

(c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;

(d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and

(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-
Md. Mamunur Rashid
Chief Executive Officer
Rupali Investment Limited

Place: Dhaka
Date: September 27, 2017

Annexure-C

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER
(BMSL INVESTMENT LIMITED)
[Rule 4 (1)(d)]

To
The Bangladesh Securities and Exchange Commission

Sub: Public Offer of 20,000,000 Ordinary Shares of Tk. 10.00 each at par totaling to Tk. 200,000,000.00 of M.L. DYEING LIMITED.

Dear Sir,

We, the under-noted Underwriter (s) to the above-mentioned forthcoming Issue, state individually and collectively as follows:

1. We, while underwriting the above mentioned Issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and

2. On the basis of such examination and the discussions with the Issuer Company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the Issue and the contents of the documents and other materials furnished by the Issuer Company.

WE CONFIRM THAT:

a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 42,00,00,000 (Forty Two Crore Only) and we have the capacity to underwrite a total amount of Tk. 210,00,00,000 (Two Hundred Ten Crore Only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 10,000,000.00 (One Crore Only) for the upcoming issue.

b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

Sl.	Name of the company	Amount Underwritten (In Tk.)
1	Dhaka Regency Hotel & Resorts Ltd.	21,000,000
2	Ananda Shipyard & Slipways Ltd.	18,180,000
3	MP Spinning Mills Ltd.	40,000,000
4	Hemple Rhee Manufacturing Co. (BD) Ltd.	14,000,000
5	Summit Shipping Ltd.	52,500,000
6	Karim Spinning Mills Ltd.	75,000,000
7	Bashundhara Paper Mills Ltd.	50,000,000
8	Delta Hospital Ltd.	8,000,000
9	Advent Pharma Ltd.	15,000,000
10	Esquire Knit Composite Ltd.	20,000,000
11	Silva Pharmaceuticals Ltd.	20,000,000
12	SK Trims & Industries Ltd.	25,000,000
13	AB Bank Ltd.	50,000,000
14	CMC Kamal Textile Mills Ltd.	100,000,000
Total		**508,680,000**

c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;

d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and

e) This underwriting commitment is unequivocal and irrevocable.

For Underwriter(s)

Sd/-
Md. Riyad Matin
Managing Director
BMSL Investment Limited

Date: September 26, 2017

Annexure-C

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER
(CITIZEN SECURITIES & INVESTMENT LIMITED)

[Rule 4 (1)(d)]

To
The Bangladesh Securities and Exchange Commission

Sub: Public offer of ordinary shares of Tk. 200,000,000.00 (Taka Twenty Crore) only of M.L. Dyeing Limited.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

1. We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and

2. On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

a. We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 250,275,000/- (Taka twenty five crore two lac and seventy five thousand only) and we have the capacity to underwrite a total amount of Tk. 1,251,375,000/- (Taka one hundred twenty five crore thirteen lac seventy five thousand) only as per relevant legal requirements. We have committed to underwrite for up to Tk. 10,000,000.00 (One Crore) only for the upcoming issue.

b. At present, the following underwriting obligations are pending for us:

Sl. No.	Name of the Company	Amount Underwritten (in Tk.)
1	STS Holdings Limited	30,000,000.00
2	VFS Thread Dyeing Limited	17,000,000.00
3	Bashundhara Paper Mills Limited	50,000,000.00
4	AB Bank Ltd.	100,000,000.00
5	KATTALI Textile Limited	14,000,000.00
6	Esquire Knit Composite Limited	20,000,000.00
7	LankaBangla Finance Limited	63,650,180.00
8	Delta Hospital Limited	8,000,000.00
9	CMC Kamal Textile Mills Limited	363,968,950.00
Total		**666,619,130.00**

c. All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;

d. We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and

e. This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-
Tahid Ahmed Chowdhury, FCCA
Managing Director & CEO
Citizen Securities & Investment Limited

Date: September 27, 2017

CHAPTER (IV): ABOUT THE ISSUER

(a) **Name of the issuer, dates of incorporation and commencement of its commercial operations, its logo, addresses of its registered office, other offices and plants, telephone number, fax number, contact person, website address and e-mail address;**

Particulars of the Company:

Particulars		Description
Name of the Issuer	:	M.L. Dyeing Limited (MLDL)
Dates of Incorporation	:	March 21, 2001 & Reg. no. C- 42701(2060)/2001
Commencement of its Commercial Operations	:	1-Jul-2002
Logo	:	
Corporate Office	:	House # 11, (Floor-6A), Road # 12, Block-F, Niketon, Gulshan-1, Dhaka-1212.
	:	Tel: +88-02-48810050
	:	Fax: +88-02-48810055
Registered office & Factory	:	Vill: Zamirdia, 10 Hobirbari, Bhaluka, Mymensingh, Bangladesh.
	:	Cell: +8801979384473
	:	E-mail: factory@mldyeing.com
Contact Person	:	A.K.M. Atiqur Rahman Company Secretary
Website Address	:	Web: www.mldyeing.com
E-mail Address	:	Email: info@@mldyeing.com

(b) **The names of the sponsors and directors of the issuer:**

Name of the Sponsors and Directors:

Sponsors:

Sl. No	Sponsors	Current status
1	Alhaj Abdul Kader Faruk	Sponsor Shareholder
2	Alhaj Mustafizur Rahman	
3	Mrs. Shirin Faruk	

Directors:

Sl. No.	Name	Position
1	Faiaz Kader	Chairman
2	Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)	Managing Director & Director
3	Rezaur Rahman Rajon	Director
4	Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	Director
5	Syed Md. Tajon Islam	Independent Director

(c) **The name, logo and address of the auditors and registrar to the issue along with their telephone numbers, fax numbers, contact persons, website and e-mail addresses:**

Particulars of Auditor and Registrar to the Issue:

Auditor:

Particulars		Description
Name	:	**Mahfel Huq & Co.** Chartered Accountants
Logo	:	mh Mahfel Huq & Co. Estd. 1974 Chartered Accountants
Address	:	34, Topkhana Road, BGIC Tower (4th Floor), Dhaka-1000.
Telephone Number	:	+88-02-9553143
Fax Number	:	+88-02-9571005
Contact Person	:	**Nur Mohammad (Masud)**
		Manager, Audit & Assurance
Website Address	:	www.mahfelhuq.com
E-mail Address	:	mahfelcofca@yahoo.com

Registrar to the Issue:
Registrar to the Issue is not applicable for MLDL.

(d) **The name(s) of the stock exchanges where the specified securities are proposed to be listed.**

Name of the Stock Exchanges where the Securities to be listed:

Stock Exchanges	**Dhaka Stock Exchange Limited** 9/F Motijheel C/A, Dhaka 1000.		Tel: +88-02-9564601, 9576210-18 Fax: +88-02-9564727, +88-02-9569755
	Chittagong Stock Exchange Ltd. CSE Building, 1080, Sheikh Mujib Road Chittagong 4100.	CHITTAGONG STOCK EXCHANGE	Tel: +880-2-9513911-15 Fax: +880-2-9513906

CHAPTER (V): CORPORATE DIRECTORY OF THE ISSUER

Name of the Company	:	M.L. Dyeing Limited (MLDL)
Logo	:	
Legal Position	:	MLDL was incorporated in Bangladesh as a Private Limited Company with the issuance of Certificate of incorporation bearing no. C-42701(2060)/2001 dated on 21-Mar-2001 by the Registrar of Joint Stock Companies & Firms, Dhaka, Bangladesh. The Company Converted into public Limited company on 02-Jun-2010.
Date of Incorporation	:	March 21, 2001 & Reg. no. C- 42701(2060)/2001
Commencement of its Commercial Operations	:	1-Jul-2002
Authorized Capital	:	Tk. 2,100,000,000 divided into 210,000,000 Ordinary Share of Tk. 10.00 each
Paid up Capital	:	Tk. 1,404,100,000 divided into 140,410,000 Ordinary Share of Tk. 10.00 each
Corporate Office	:	House # 11, (Floor-6A), Road # 12, Block-F, Niketon, Gulshan-1, Dhaka-1212. Tel: +88-02-48810050 Fax: +88-02-48810055 E-mail: info@mldyeing.com Web: www.mldyeing.com
Registered office & Factory		Vill: Zamirdia, 10 Hobirbari, Bhaluka, Mymensingh, Bangladesh.
	:	Cell: +8801979384473
Board of Directors	:	5 Directors.
Auditors	:	Mahfel Huq & Co. Chartered Accountants 34, Topkhana Road, BGIC Tower (4th Floor), Dhaka-1000. Tel: +88-02-9553143 Fax: +88-02-9571005 E-mail: mahfelcofca@yahoo.com web: www.mahfelhuq.com
Tax Consultants & Legal Advisors	:	Barrister Md. Arife Billah The Lawyers Alliance M.L. Hotel Tower Ltd. 10th Floor, 208 Shahid Sayed Nazrul Islam Sarani, Bijoynagar, Dhaka-1000. Tel: +88-02-9511379 E-mail: thelawyeralliance@gmail.com
Banker for IPO	:	Social Islami Bank Limited, Principle Branch
Banker of the Company	:	Islami Bank Bangladesh Limited
Compliance Officer	:	A.K.M. Atiqur Rahman *Company Secretary*

CHAPTER (VI): DESCRIPTION OF THE ISSUER

(a) Summary:

(i) **The summary of the industry and business environment of the issuer. The summary shall not be one-sided or biased to highlight the issuer or the issue;**

Summary of the industry:

Dyeing is the process of adding color to textile products like fibers, yarns, and fabrics. Dyeing is normally done in a special solution containing dyes and particular chemical material. After dyeing, dye molecules have uncut chemical bond with fiber molecules. The temperature and time controlling are two key factors in dyeing.

Bangladesh is one of the largest producers of textiles and garments products. Abundant availability of raw material's demand and cheap labor has made the country a sourcing hub. With the improvement of the Textile & RMG sector in Bangladesh a lot of backward linkage industries have been established to support the Textile & RMG sector. Dyeing industry is one of the most important backward linkage industries for the Textile & RMG sector. The demand of dyeing industry is increasing day by day considering the development of the Textile & RMG sector.

[Source: BKMEA website]

Business environment:

The Issuer's business environment is conducive to the business as we have good supply of raw materials. We have skilled labors as well. The wage of labor is reasonable also. Government policy is favorable to the sector. Overall, it is a business-friendly situation.

(ii) **Summary of consolidated financial, operating and other information.**

This information is not applicable for M.L. Dyeing Limited since it has no subsidiary company.

(b) General Information:

(i) **Name and address, telephone and fax numbers of the registered office, corporate head office, other offices, factory, business premises and outlets of the issuer;**

Particulars		Description
Name and Corporate Office Address	:	M.L. Dyeing Limited (MLDL) House # 11, (Floor-6A), Road # 12, Block-F, Niketon, Gulshan-1, Dhaka-1212. Tel: +88-02-48810050 Fax: +88-02-48810055 E-mail: info@mldyeing.com Web: www.mldyeing.com
Registered Office & Factory	:	Vill: Zamirdia, 10 Hobirbari, Bhaluka, Mymensingh, Bangladesh. Cell: +8801979384473
Outlets of the issuer	:	The issuer company has no outlets.

(ii) **The board of directors of the issuer;**

Sl. No.	Board of Director	Designation
1	Faiaz Kader	Chairman
2	Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)	Managing Director & Director
3	Rezaur Rahman Rajon	Director
4	Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	Director
5	Syed Md. Tajon Islam	Independent Director

(iii) **Names, addresses, telephone numbers, fax numbers and e-mail addresses of the chairman, managing director, whole time directors, etc. of the issuer;**

Sl.	Name & Address	Telephone and Fax No. & E-mail Address
1	Name: **Faiaz Kader** Position: Chairman Address: House # 11, (Floor-6A), Road # 12, Block-F, Niketon, Gulshan-1, Dhaka-1212.	Tel: +88-02-48810050, Ext.-238 Fax: +88-02-48810055 E-mail: chairman@mldyeing.com
2	Name: **Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)** Position: Managing Director & Director Address: House # 11, (Floor-6A), Road # 12, Block-F, Niketon, Gulshan-1, Dhaka-1212.	Tel: +88-02-48810050, Ext.-211 Fax: +88-02-48810055 E-mail: md@mldyeing.com

Only Managing Director is whole time Director.

(iv) **Names, addresses, telephone numbers, fax numbers and e-mail addresses of the CFO, company secretary, legal advisor, auditors and compliance officer;**

Sl.	Name & Address	Telephone and Fax No. & E-mail Address
1	**Topon Kumar Paul** Chief Financial Officer House # 11, (Floor-6A), Road # 12, Block-F, Niketon, Gulshan-1, Dhaka-1212.	Tel: +88-02-48810050, Ext.-245 Fax: +88-02-48810055 E-mail: cfo@mldyeing.com
2	**A.K.M. Atiqur Rahman** Company Secretary House # 11, (Floor-6A), Road # 12, Block-F, Niketon, Gulshan-1, Dhaka-1212.	Tel: +88-02-48810050, Ext.-258 Fax: +88-02-48810055 E-mail: cs@mldyeing.com
3	**Barrister Mohammad Arife Billah** **The Lawyers Alliance** Legal Advisor M.L. Hotel Tower Ltd. 10th Floor, 208 Shahid Sayed Nazrul Islam Sarani, Bijoynagar, Dhaka-1000.	Tel: +88-02-9511379 Fax: No Fax Number E-mail: thelawyeralliance@gmail.com
4	**Mahfel Huq & Co.** Chartered Accountants 34, Topkhana Road, BGIC Tower (4th Floor), Dhaka-1000.	Tel: +88-02-9553143 Fax: +88-02-9571005 E-mail: mahfelcofca@yahoo.com
5	**A.K.M. Atiqur Rahman** Compliance Officer House # 11, (Floor-6A), Road # 12, Block-F, Niketon, Gulshan-1, Dhaka-1212.	Tel: +88-02-48810050, Ext.-258 Fax: +88-02-48810055 E-mail: cs@mldyeing.com

v) **Names, addresses, telephone numbers, fax numbers, contact person, website addresses and e-mail addresses of the issue manager(s);**

Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
NBL Capital & Equity Management Limited Printers Building (8th Floor) 5 Rajuk Avenue, Dhaka-1000.	Tel: +88-02-47118816, +88-02-47118807 Fax: +88-02-47118805 E-mail: cemd@nblbd.com Web: www.nblceml.com	**Md. Mahmudul Hasan** Chief Executive Officer (CC)
Rupali Investment Limited Shadharan Bima Tower 37-A Dilkusha C/A (7th Floor), Dhaka-1000.	Tel: +88-02-47112923 Fax: +88-02-47118073 E-mail: rilbd.info@gmail.com Web: www.riltd.org	**Abu Yusuf Mohammad Jakaria** Chief Executive Officer

(vi) **The following details of credit rating, where applicable:**

a) **The names of all the credit rating agencies from which credit rating has been obtained;**

b) **The details of all the credit ratings obtained for the issue and the issuer;**

c) **The rationale or description of the ratings (s) so obtained, as furnished by the credit rating agency(s);**

d) **Observations and risk factors as stated in the credit rating report.**

As per Section 3 of Credit Ratings Companies Rules, 1996, no credit rating report is required by the Company.

(vii) **Following details of underwriting:**

a) **The names, addresses, telephone numbers, fax numbers, contact persons and e-mail addresses of the underwriters and the amount underwritten by them;**

Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person	Amount Underwritten
NBL Capital & Equity Management Limited Printers Building (8th Floor) 5 Rajuk Avenue, Dhaka-1000.	Tel: +88-02-47118816, +88-02-47118807 Fax: +88-02-47118805 E-mail: cemd@nblbd.com Web: www.nblceml.com	**Md. Mahmudul Hasan** Chief Executive Officer (CC)	30,000,000
Rupali Investment Limited Shadharan Bima Tower 37-A Dilkusha C/A (7th Floor), Dhaka-1000.	Tel: +88-02-47112923 Fax: +88-02-47118073 E-mail: rilbd.info@gmail.com Web: www.riltd.org	**Abu Yusuf Mohammad Jakaria** Chief Executive Officer	20,000,000
BMSL Investment Limited Shareef Mansion (4th Floor) 56-57 Motijheel C/A Dhaka-1000.	Tel: +88-02-9577651, +88-02-9570624, +88-02-9565183 Fax: +88-02-47117218 E-mail: info@bmslinvestment.com Web: www.capmadvisorybd.com	**Md. Riyad Matin** Managing Director	10,000,000
Citizen Securities & Investment Limited Al-Razi Complex (Suite # G-802) 8th Floor, 166-167, Saheed Syed Nazrul Islam Sarani, Purana Paltan, Dhaka-1000.	Tel: +88-02-9514542, +88-02-9515439 Fax: +88-02-9570546 Email: ceo@citizensecurities.com Web: www.citizensecurities.com	**Tahid Ahmed Chowdhury** Managing Director & CEO	10,000,000
Total			**70,000,000**

b) **Declaration by the underwriters that they have sufficient resources as per the regulatory requirements to discharge their respective obligations;**

All the underwriters have sufficient resources as per the regulatory requirements to discharge their respective obligations which are disclosed in CHAPTER (III) under Due Diligence Certificate by the Underwriter(s) page number 20-26.

c) **Major terms and conditions of the underwriting agreements.**

(i) The IPO shall stand cancelled if at least 65% in any category of the IPO is not subscribed.

(ii) In case of under subscription in any category by up to 35% of the IPO the un-subscribed securities shall be taken up by the underwriters.

(iii) Notwithstanding anything contained in the agreement in case of inconsistency between the provision of the agreement and the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Public Issue Rules shall prevail.

(iv) Prior to publication of the prospectus, the Company shall have obtained consent from the Bangladesh Securities and Exchange Commission permitting the issue as described in Article 2.01 and providing for payment of underwriting commission 0.50% (zero point five zero percent) on the amount underwritten.

(v) The Issuer shall **within 10 (Ten) days** of the closure of subscription call upon the underwriter in writing with a copy of said writing to the Bangladesh Securities and Exchange Commission, to subscribe for the shares not subscribed by the closing date and to pay for in cash in full for such unsubscribed shares **within 15 (Fifteen) days** of the date of said notice and the said amount shall have to be credited into shares subscription account within the said period.

(vi) In any case **within 7 (seven) days** after the expiry of the aforesaid **15 (fifteen) days**, the Company shall send proof of subscription and payment by the Underwriters to the Commission.

In the case of failure by the underwriter to pay for the shares within the stipulated time, the Company/Issuer will be under no obligation to pay any underwriting commission under this Agreement.

(c) Capital Structure:

(i) **Authorized, issued, subscribed and paid up capital (number and class of securities, allotment dates, nominal price, issue price and form of consideration);**

Particulars	No. of Securities	Class of Securities	Allotment		Nominal & Issue Price (Tk.)	Form of Consideration	Amount in Taka
			Dates	Amount			
Authorized Capital	210,000,000	Ordinary Share	-	-	10.00	-	2,100,000,000
Before IPO:							
Issued, Subscribed and paid up capital	140,410,000	Ordinary Share	21-Mar-01	100,000	100.00	Cash	1,404,100,000
			14-Jan-10	99,800,000	100.00	Cash	
			2-May-10	80,000,000	10.00	Cash	
			2-May-10	522,150,000	10.00	Other Than Cash	
			27-Aug-13	702,050,000	10.00	Bonus	
After IPO:							
To be issued through IPO	20,000,000	Ordinary Share	-	-	10.00	Cash	200,000,000
Paid up capital (Post IPO)	**160,410,000**	**Ordinary Share**	**-**	**-**	**10.00**	**Cash**	**1,604,100,000**

Notes: The Company has changed the face value of its ordinary share from Tk. 100.00 to Tk. 10.00 by passing a special resolution in its extraordinary general meeting held on 7th March, 2010 and necessary amendments in capital clause of the Memorandum and Articles of Association were made accordingly.

(ii) **Size of the present issue, with break-up (number of securities, description, nominal value and issue amount);**

Particulars			Percentage	No. of Ordinary Shares	Nominal Value	Issue price	Issue Amount (Taka)
Initial Public Offeringthrough Fixed PriceMethod	Eligible investor (EI)	EI excluding mutual fundsand CIS	40%	8,000,000	10.00	10.00	80,000,000
		Mutual Funds and CIS	10%	2,000,000			20,000,000
	General public (GP)	GP excluding NRB*	40%	8,000,000			80,000,000
		NRB	10%	2,000,000			20,000,000
Total			**100%**	**20,000,000**			**200,000,000**

GP excluding NRB*: 80,000,000 Ordinary shares will be reserved for General Public and ক্ষতিগ্রস্থ ক্ষুদ্র বিনিয়োগকারী.

(iii) **Paid up capital before and after the present issue, after conversion of convertible instruments (if any) and share premium account (before and after the issue);**

The Company has no convertible instruments and share premium account.

Particulars	Amount in BDT
Paid up capital before the present issue	1,404,100,000
Paid up capital after the present issue	1,604,100,000
Paid up capital after conversion of convertible instruments (if any)	N/A
Share premium account before the present issue	N/A
Share premium account after the present issue	N/A

(iv) **Category wise shareholding structure with percentage before and after the present issue and after conversion of convertible instruments (if any);**

The paid-up capital of the Company is Tk. 1,404,100,000.00. The Company intends to issue 20,000,000ordinary shares of Tk. 10.00 each at an issue price of Tk. 10.00 through Initial public offering (IPO) totaling to Tk. 200,000,000.00 under Fixed Price Method.

Category wise shareholding structure with percentage before and after the present issue is as follows:

Sl. No.	Category of Shareholders	No. of Ordinary Shares Hold		Percentage of Holding	
		Pre-IPO	Post-IPO	Pre-IPO	Post-IPO
1	Director & Sponsor	50,371,000	50,371,000	35.87%	31.40%
2	Institutional	-	8,000,000	0.00%	4.99%
3	Mutual fund	-	2,000,000	0.00%	1.25%
4	Individual	90,039,000	98,039,000	64.13%	61.11%
5	Non Resident Bangladeshis (NRBs)	-	2,000,000	0.00%	1.25%
Total		**140,410,000**	**160,410,000**	**100.00%**	**100.00%**

The Company has no convertible instrument.

(v) **Where shares have been issued for consideration in other than cash at any point of time, details in a separate table, indicating the date of issue, persons to whom those are issued, relationship with the issuer, issue price, consideration and valuation thereof, reasons for the issue and whether any benefits have been accrued to the issuer out of the issue;**

The Company issued following allotment for consideration in other than cash:

Allotment		Persons to whom those are issued	Relationship with the issuer	Reasons for the issue	Issue Price (Tk.)	Form of Consideration	Valuation	Remarks
Date	Amount							
2.05.10	522,150,000	Lee Jung Kook	Shareholder	To purchase capital Machineries	10.00	Capital Machinery	Shares issued at par equivalent to cost of machineries	No benefits have been accrued to the issuer out of the issue
27.08.13	702,050,000	All existing shareholders	Shareholder	To strengthen the capital base of the Company	10.00	Stock Dividend	At Par	

(vi) **Where shares have been allotted in terms of any merger, amalgamation or acquisition scheme, details of such scheme and shares allotted**;

The Company has not allotted any shares in terms of any merger, amalgamation or acquisition scheme.

(vii) **Where the issuer has issued equity shares under one or more employee stock option schemes, date-wise details of equity shares issued under the schemes, including the price at which such equity shares were issued;**

The issuer has not issued equity shares under one or more employee stock option schemes.

(viii) **If the issuer has made any issue of specified securities at a price lower than the issue price during the preceding two years, specific details of the names of the persons to whom such specified securities have been issued, relation with the issuer, reasons for such issue and the price thereof;**

The issuer has not made any issue of specified securities at a price lower than the issue price during the preceding two years.

(ix) **The decision or intention, negotiation and consideration of the issuer to alter the capital structure by way of issue of specified securities in any manner within a period of one year from the date of listing of the present issue;**

The Company has no decision or intention, negotiation and consideration to alter the capital structure by way of issue of specified securities in any manner within a period of one year from the date of listing of the present issue.

(x) **The total shareholding of the sponsors and directors in a tabular form, clearly stating the names, nature of issue, date of allotment, number of shares, face value, issue price, consideration, date when the shares were made fully paid up, percentage of the total pre and post issue capital, the lock in period and the number and percentage of pledged shares, if any, held by each of them;**

Name & Position	Nature of Issue	Date of Allotment and Acquisition & date of shares fully paid-up	No. of shares	Face Value & Issue Price	Consideration	Pre IPO %	Post IPO %	Lock in Period*	Number & % of pledge of shares
Name: **Faiaz Kader** **Position:** Chairman	Ordinary	20-Dec-11	3,510,250	10.00	Cash	9.24%	8.09%	3 Yrs	No Pledge
		5-Jul-13	3,780,000		Cash				
		27-Aug-13	7,290,250		Bonus				
		18-Apr-18	(1,600,000)		Cash				
		Total	**12,980,500**						
Name: **Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)** **Position:** Managing Director & Director	Ordinary	8-Jun-14	6,450,000	10.00	Cash	4.59%	4.02%	3 Yrs	No Pledge
		Total	**6,450,000**						
Name: **Rezaur Rahman Rajon** **Position:** Director	Ordinary	20-Dec-11	2,106,150	10.00	Cash	7.27%	6.37%	3 Yrs	No Pledge
		5-Jul-13	3,000,000		Cash				
		27-Aug-13	5,106,150		Bonus				
		Total	**10,212,300**						
Name: **Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)** **Position:** Director	Ordinary	8-Jun-14	6,820,000	10.00	Cash	4.86%	4.25%	3 Yrs	No Pledge
		Total	**6,820,000**						
Name: **Syed Md. Tajon Islam** **Position:** Independent Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Name: **Alhaj Abdul Kader Faruk** **Position:** Sponsor Shareholder	Ordinary	21-Mar-01	950	100.00	Cash	4.95%	4.33%	3 Yrs	No Pledge
		1-Feb-09	(830)	100.00	Cash				
		3-Nov-09	(70)	100.00	Cash				
		2-May-10	200,000	10.00	Cash				
		4-Apr-11	(1,000)	10.00	Cash				
		20-Dec-11	18,524,174	10.00	Cash				
		27-Aug-13	18,723,674	10.00	Bonus				
		9-Mar-14	(2,700,000)	10.00	Cash				
		25-May-14	(500,000)	10.00	Cash				
		8-Jun-14	(27,297,348)	10.00	Cash				
		Total	**6,950,000**						

Name:	**Alhaj Mustafizur Rahman**	Ordinary	21-Mar-01	30	100.00	Cash	0.01%	0.01%	3 Yrs	No Pledge
			1-Feb-09	40	100.00	Cash				
			3-Nov-09	(40)	100.00	Cash				
			20-Dec-11	1,403,800	10.00	Cash				
Position:	Sponsor Shareholder		27-Aug-13	1,404,100	10.00	Bonus				
			18-Apr-18	(2,800,000)	10.00	Cash				
			Total	**8,200**						
Name:	**Mrs. Shirin Faruk**	Ordinary	21-Mar-01	20	100.00	Cash	4.95%	4.33%	3 Yrs	No Pledge
			1-Feb-09	790	100.00	Cash				
			3-Nov-09	(790)	100.00	Cash				
			20-Dec-11	7,020,300	10.00	Cash				
			5-Jul-13	5,000,000	10.00	Cash				
			27-Aug-13	12,020,500	10.00	Bonus				
Position:	Sponsor Shareholder		8-Jun-14	(17,091,000)	10.00	Cash				
			Total	**6,950,000**						

The Company split its share from Tk. 100.00 to Tk. 10.00 on 07.03.2010.

*[*From the issue date of Prospectus]*

(xi) **The details of the aggregate shareholding of the sponsors and directors, the aggregate number of specified securities purchased or sold or otherwise transferred by the sponsor and/or by the directors of the issuer and their related parties within six months immediate preceding the date of filing the prospectus;**

Aggregate shareholding of the Sponsors and Directors:

Sl.	Name of Sponsor & Director	Position	Number of Ordinary Shares Held	Percentage	
				Pre-IPO	Post-IPO
1	Faiaz Kader	Chairman	12,980,500	9.24%	8.09%
2	Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)	Managing Director & Director	6,450,000	4.59%	4.02%
3	Rezaur Rahman Rajon	Director	10,212,300	7.27%	6.37%
4	Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	Director	6,820,000	4.86%	4.25%
5	Syed Md. Tajon Islam	Independent Director	-	0.00%	0.00%
6	Alhaj Abdul Kader Faruk	Sponsor Shareholder	6,950,000	4.95%	4.33%
7	Alhaj Mustafizur Rahman	Sponsor Shareholder	8,200	0.01%	0.01%
8	Mrs. Shirin Faruk	Sponsor Shareholder	6,950,000	4.95%	4.33%
Total			**50,371,000**	**35.87%**	**31.40%**

Transferred by the sponsor and/or by the directors of the issuer:

No share is purchased or sold or otherwise transferred by the sponsor and/or by the directors of the M.L. Dyeing Limited and their related parties within six months immediate preceding the date of filing the prospectus except the followings:

Transferor			Date	Transferee		
Name	Position	No. of share		Name	Position	No. of share
Al-Haj Mustafizur Rahman	Sponsor	(200,000)	18-Apr-18	Md. Shamsul Haque	Shareholder	200,000
		(500,000)		Nazma Rahman	Shareholder	500,000
		(500,000)		Mohammad Obaidul Karim	Shareholder	500,000
		(500,000)		Shaheen Siddique	Shareholder	500,000
		(200,000)		Md. Shafiqur Rahman	Shareholder	200,000
		(500,000)		Md. Abdul Quyum Mamun	Shareholder	500,000
		(400,000)		Md. Abdul Quddus Amin	Shareholder	400,000
	Total	**(2,800,000)**				**2,800,000**
Faiaz Kader	Director	(100,000)	18-Apr-18	Md. Abdul Quddus Amin	Shareholder	100,000
		(500,000)		Abdul Mabut Masum	Shareholder	500,000
		(500,000)		A.B.M. Tanvir Hossain	Shareholder	500,000
		(500,000)		Shafiul Azam	Shareholder	500,000
	Total	**(1,600,000)**				**1,600,000**

(xii) **The name and address of any person who owns, beneficially or of record, 5% or more of the securities of the issuer, indicating the amount of securities owned, whether they are owned beneficially or of record, and the percentage of the securities represented by such ownership including number of equity shares which they would be entitled to upon exercise of warrant, option or right to convert any convertible instrument;**

Sl.	Name of the Shareholders	Address	Number of Shares Held	Pre IPO %
1	Lee Jung Kook	House-288 (3rd Floor), Road No: 4, DOSH, Baridhara, Dhaka	35,108,352	25.00%
2	Rezaur Rahman Rajon	22/A Chamillybag, Shantinagar, Dhaka-1217	10,212,300	7.27%
3	Faiaz Kader	22/A Chamillybag, Shantinagar, Dhaka-1217	12,980,500	9.24%
4	S.F Textile Industries Ltd.	Vill-Kornogok, P.O-Rupshi, P.S-Rupgonj, District-Narayangonj	9,330,648	6.65%

There is no event or intent of exercising warrant, option or right to convert any convertible instrument.

(xiii) **The number of securities of the issuer owned by each of the top ten salaried officers, and all other officers or employees as group, indicating the percentage of outstanding shares represented by the securities owned.**

There is no employee in M.L. Dyeing Limited who holds any shares of the Company except the following:

Sl.	Name of the Shareholders	Address	Designation	No. of Ordinary Share	Pre-IPO
1	Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)	House # 11, (Floor-6A), Road # 12, Block-F, Niketon, Gulshan-1, Dhaka-1212.	Managing Director	6,450,000	4.59%

(d) Description of Business:

(i) The date on which the issuer company was incorporated and the date on which it commenced operations and the nature of the business which the company and its subsidiaries are engaged in or propose to engage in;

M.L. Dyeing Limited (MLDL) is a Dyeing company in Bangladesh. The Company dyes acrylic & cotton yarn for 100% export oriented Sweater industries and export thereof. On receiving the orders from its customers, M.L. Dyeing Limited (MLDL) manufactures the products and supplies them to the customers' destination as per their requirements. As a deemed exporter, the Company supplies those products to the main exporter companies' factory site.

MLDL was incorporated as a Private Limited company on 21st March, 2001. The Company started its commercial operation on July 01, 2002 and subsequently converted into a public limited company on 2nd June, 2010 under Companies Act 1994 with the Registrar of Joint Stock Companies and Firms, Dhaka, Bangladesh under the Companies Act, 1994. The Certificate of Incorporation number is C-42701(2060)/2001.

There is no subsidiary company of MLDL.

(ii) Location of the project;

MLDL's registered office and factory is situated at Vill: Zamirdia, 10 Hobirbari, Bhaluka, Mymensingh, corporate office is situated at House # 11 (Floor-6A), Road # 12, Block-F, Niketon, Gulshan–1, Dhaka-1212. Bangladesh.

(iii) Plant, machinery, technology, process, etc.

M.L. Dyeing Limited has been using modern machineries and technologies (Cabinet and Spray Hang Yarn Dyeing Machine for dyeing) in order to produce high quality of dyed yarn.

Its manufacturing process is highly technology driven. Total quality management in dyeing the yarns lead by the trained professionals. Strict monitoring and true measurement during dyeing process is always ensured to provide competitive advantage to our company.

(iv) Details of the major events in the history of the issuer, including details of capacity or facility creation, launching of plant, products, marketing, change in ownership and/or key management personnel etc.;

History of the issuer	On 21 March, 2001incorporated as a Private Limited Company.
	Converted into a Public Limited Company on 02June, 2010.
Launching of plant	On July 01, 2002.
Capacity	Yarn Dyeing: 19,840,000 lbs/Year
Capital raise (Last)	Tk. 702,050,000.00 (Through Bonus) on 27.08.2013.
Products	Yarn Dyeing.
Market for the product	100% export oriented garments industries in Bangladesh (as deemed exporter), USA, Germany, Sweden, Italy, Canada since inception.
Change in ownership/key management personnel	• Mr. Md. Abdul Kader Faruk acted as Managing Director since inception of the Company to July 06, 2012; • Mr. Rezaur Rahman Rajon acted as Managing Director since July 06, 2012 to July 03, 2013; • Mr. Lee Jung Kook acted as Managing Director since July 03, 2013 to December 08, 2016; • Mr. Golam Azam Chowdhury appointed as new Managing Director for the period of 5 (Five) years on December 08, 2016; • Mr. Abul Khair Manik appointed as Representative Director of Total Spinning Mills Ltd. on December 08, 2016; • Mr. Syed Md. Tajon Islam appointed as Independent Directorfor the period of 3 (Three) years on December 08, 2016.

(v) Principal products or services of the issuer and markets for such products or services. Past trends and future prospects regarding exports (if applicable) and local market, demand and supply forecasts for the sector in which the product is included with source of data;

Principal products or services:

The Principal product of M.L. Dyeing Limited (MLDL) is dyed yarn. The Company dyes different types of yarn by receiving order from 100% export oriented Sweater industries in Bangladesh.

Market for such Products:

On receiving the orders from its customers, M.L. Dyeing Limited (MLDL) dyes different types of yarn and supplies them to the customers' destination as per their requirements. As a deemed exporter, the Company supplies those products to the main exporter companies' (100% export oriented Sweater industries in Bangladesh) factory site.

Past trends and future prospects regarding exports:

Last 5 years' sales of M.L. Dyeing Limited:

(Amount in BDT)

Particulars	For the year				
	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
		Restated			
Sales	2,295,718,352	1,923,513,063	1,712,845,768	2,379,356,874	2,538,284,589

**All revenue of the company generates from export.*

Local market, demand and supply forecasts for the sector:

Bangladesh Export sector is heavily inclined to RMG. RMG and textile sector contributes maximum of national export of Bangladesh. This sector has remarkable growth and huge contribution to the overall export of the country. As dyeing industry a backward linkage of RMG sector MLDL also has the opportunity to increase its export.

(vi) If the issuer has more than one product or service, the relative contribution to sales and income of each product or service that accounts for more than 10% of the company's total revenues;

Since, the Company is engaged in the business of yarn dyeing, hence dyed yarn is the only product which contributes 100% on the total revenue.

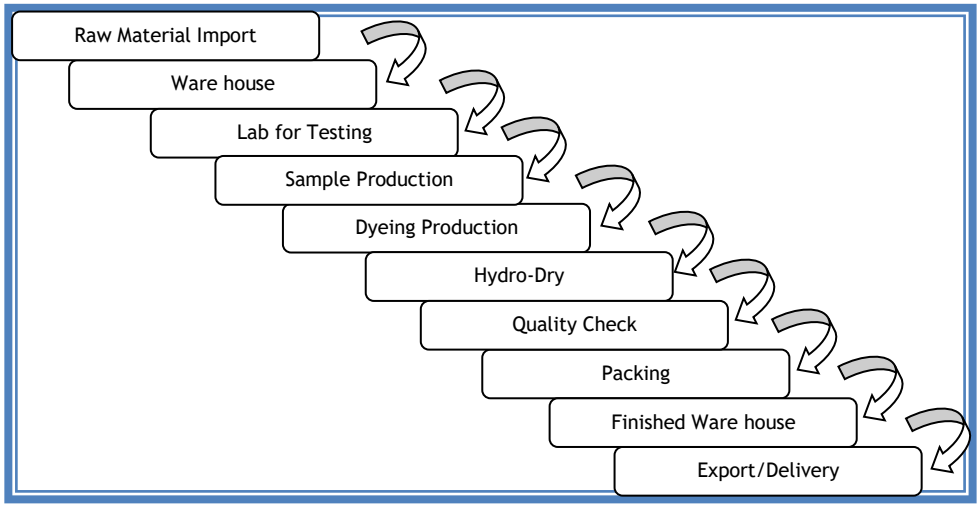
(vii) Description of associates, subsidiary and holding company of the issuer and core areas of business thereof;

MLDL has no subsidiary nor holding company. MLDL has an investment in associate (R.N. Spinning Mills Ltd.) where it has significant influence in decision making. The core business of R.N. Spinning Mills Ltd. is to produce 100% Acrylic and Cotton yarn for 100% export oriented dyeing/textile industries.

(viii) How the products or services are distributed with details of the distribution channel. Export possibilities and export obligations;

On receiving the orders from its customers, MLDL manufactures the products and supply those to the customers' destination as per their requirement. The Company procures yarn from suppliers and apply dyeing processes on the yarn to meet the specific demand of its customers. As the company is a deemed exporter, it supplies the products to the local destinations.

Yarn Dyeing Process:



Export possibilities and export obligations:

We don't have any export obligation rather there is good potential for growth of export.

(ix) Competitive conditions in business with names, percentage and volume of market shares of major competitors;

There are many Companies engaged in Sweater and Dyeing industries in Bangladesh. Major competitors are:

Sl.	Name	Country of Origin
1	Ring Shine Limited	Bangladesh
2	Dongbeng Limited	Bangladesh
3	Belly Yarn Dyeing Limited	Bangladesh
4	F M Yarn Dyeing Limited	Bangladesh
5	Queen South Textiles (BD) Limited	Bangladesh
6	Anlima Yarn Dyeing Limited	Bangladesh
7	Shepherd Industried Limited	Bangladesh
8	Tung Hai Knitting & Dyeing Ltd.	Bangladesh
9	Nurani Dyeing &Sweater Limited	Bangladesh
10	Dragon Sweater & Spinning Limited	Bangladesh

Apart from this, as per annual report of the listed companies and audited financial statements of M.L. Dyeing Limited, the sales amounts are presented below:

Amount in BDT (Million)

Sl. No.	Name of the Company	Year End	Year/Period	2016/2017
1	M.L. Dyeing Limited	30 June	Jul 16 to Jun17	2,295.72
2	Dragon Sweater & Spinning Limited	30 June	Jul 16 to Mar17	950.75
3	Tung Hai Knitting & Dyeing Ltd.	30 June		728.67
4	Anlima Yarn Dyeing Limited	30 June		145.21
5	Shepherd Industried Limited	30 June		1,774.79

There is no data available regarding market shares of the respective listed company in their annual report.

(x) Sources and availability of raw materials, names and addresses of the principal suppliers and contingency plan in case of any disruption;

Main raw materials of the MLDL are yarn and chemicals, which the Company procures from both domestic and foreign sources. The Company has some trusted suppliers of its materials and chemicals. Below are examples:

Sl.	Name of Suppliers	Address	Name of Raw Materials.	Country of Origin
1	R. N. Spinning Mills Ltd.	Comilla EPZ, Comilla, Bangladesh.	Yarn	*Bangladesh*
2	Jiangsu Guo Tai Inl'l Group Guomao Co. Ltd.	15-24F, Guotai Times Plaza, 65, Ren Min Road, ZhangJiaGang, Jiang Su, China	Yarn	*China*
3	Fenatex Co. Ltd.	18/8 Fico Place Building, 9th Floor, Sukhumvit 21 (Asoke) Rd., Klongtoey Nua, Wattana, Bangkok 10110 Thailand	Yarn	Thailand
4	T and T Industries Corporation	6F., No.124, Sec. 2, Nanjing E. Rd., Zhongshan Dist., Taipei City 104, Taiwan (R.O.C.)	Chemicals	Taiwan
5	Huntsman (Singapore) Pte. Ltd.	150 Beach Road, 37-00 Gateway West Singapore 189720, Singapore	Chemicals	Singapore
6	FAR Chemicals Ltd.	Comilla EPZ, Comilla, Bangladesh.	Chemicals	*Bangladesh*
7	Rupsha Chemicals	15, Armanian Street, Armanitola, Dhaka-1100.	Chemicals	*Bangladesh*

Contingency Plan in case of any disruption:

As number of suppliers of raw materials are plenty in the market, if one supplier fails to provide raw material there are always other suppliers available. Therefore, there is no possibility of disruption.

(xi) Sources of, and requirement for, power, gas and water; or any other utilities and contingency plan in case of any disruption;

Power:
Total Power requirement for the project is about 1.95 MW, which is met up from captive power generation. There are 3 gas generators out of them 2 are from USA origin and the brand name is Perkins and both of them have capacity of 500 KW and the another one is also from USA, by the brand name of Caterpillar, which has a capacity of 950 KW. Yet for smooth operation of the project has a power connection from Rural Electrification Board of 200 KW.

Water:
The project is required 3,608m^3(Cubic Meter) of water per day which is met up from the water supply system of own sources.

Gas:
Titas Gas Supply and Distribution Limited supplies 700,000m^3gas per monthfor the project. Approximately 600,000m^3 of gas require for smooth operation.

Contingency Plan in case of any disruption:

In addition to the gas generators as stated above, the Company has contingency plan to procure Duel-Fuel Generator Set for 1,500 eKW, 1,875 KVA to meet up any disruption.

(xii) Names, address(s), telephone number, web address, e-mail and fax number of the customers who account for 10% or more of the company's products or services with amount and percentage thereof;

M.L. Dyeing Limited has no customers who are purchasing 10% or more of the company's products during the year ended June 30, 2017.

(xiii) Names, address(s), telephone number, web address, e-mailand fax number of the suppliers from whom the issuerpurchases 10% or more of its raw material or finished goodswith amount and percentage thereof;

Sl.	Name & Address	Type of Raw Material	Telephone, WebAddress, E-mail & FaxNumber	Total Purchases amount	% of total Purchase
1	**R. N. Spinning Mills Ltd.** Plot # 100-107 & 127-134 Comilla Export Processing Zone, Comilla	Yarn	Tel: +88-02-8-02- 48810053 Web: www.rnspinningmills.com E-mail: rnspinning@fargroupbd.com Fax: +88-02-48810054	832,542,625	43.35%
2	**Jiangsu Guo Tai Inl'l Group Guomao Co. Ltd.** 15-24F, Guotai Times Plaza, 65, Ren Min Road, ZhangJiaGang, Jiang Su, China		Tel: 86 512-58696092 Web: www.gtiggm.com E-mail: info@gtiggm.com Fax: 86 512-58673937	760,784,399	39.61%
Total					82.96%

(xiv) Description of any contract which the issuer has with its principal suppliers or customers showing the total amount and quantity of transaction for which the contract is made and the duration of the contract. If there is not any of such contract, a declaration is to be disclosed duly signed by CEO or MD, CFO and Chairman on behalf of Board of Directors;

The Company has no such contract with principal suppliers or Customers.

Declaration regarding Contract with Principal suppliers or customers

We, on behalf of the Board of Directors certify that M.L. Dyeing Limited did not enter into any contract with its principal suppliers or customers.

Sd/-	Sd/-	Sd/-
Golam Azam Chowdhury	**Topon Kumar Paul**	**Faiaz Kader**
Managing Director	Chief Financial Officer	Chairman

on behalf of Board of Directors

Dated: September 27, 2017
Dhaka

(xv) Description of licenses, registrations, NOC and permissions obtained by the issuer with issue, renewal and expiry dates;

The Company neither obtained any Patent Right/Trademarks nor signed any royalty agreement with any party. However, MLDL has several regulatory licenses and certificates in order to continue its operations. The table shows list of licenses:

Sl.	Name of Certificate/license/Registration	License Issuer/Issuing Authority	Certificate / License No.	Validity/Current Status
1	Trade License	10 Hobirbari Union Parishad, Bhaluka	1122	30.06.2018
2	TIN Certificate	National Board of Revenue	847475218132	N/A
3	VAT Reg. No.	Customs, Excise & VAT Commissionerate, Gazipur	18061001924	N/A
4	Export Registration Certificate	Controller of Import & Export, Government of Bangladesh	Ra 56986	30.06.2018
5	Import Registration Certificate		Ba 123829	30.06.2018
6	BDYEA	Bangladesh Dyed Yarn Exporters Association	Serial # 09	31.12.2018
7	Fire License	Bangladesh Fire Services and Civil Defense	Mymen/853/2002	30.06.2018
8	BIDA License	Bangladesh Investment Development Authority	J-58011108008-H	N/A
9	Environment Clearance Certificate	Department of Environment, Dhaka Division	22.02.6100.142.72.021.15.02	23.11.2018
10	Factory License	Department of Factory, Dhaka Division	126/Mymensingh	30.06.2018
11	Boiler License	Department of Explosive	Ba: B: 2433	21.10.2018
			Ba: B: 2918	16.07.2018
12	Bonded Warehouse License	Customs Bond Commissionarate	165/Cas-SBW/2002	27.03.2018 (Applied for renewal)

(xvi) Description of any material patents, trademarks, licenses orroyalty agreements;

The Company neither obtained any patent, right/trademarks nor signed any royalty agreement with any party.

(xvii) Number of total employees and number of full-time employees;

Number of employees is as follows:

Particulars	No. of Employees (As on 30th June 2017)
Total no. of employee	652
No. of full time employee	652

(xviii) A brief description of business strategy;

MLDL's key strategic objectives are to:

1. Using modern machineries and manufacturing technology, quality chemicals, skilled manpower to produce competitive quality products in competitive price.

2. Using standard product delivery channel to reach products customers destination within deadline.

3. Ensuring required safety measures in the factory in order to avoid any accident.

4. Taking necessary precautions to reduce environmental impact to a minimum level.

5. Building sustainable, long term and beneficial professional relationship with our investors, employees, suppliers, service providers, customers and other stakeholders.

(xix) A table containing the existing installed capacities for each product or service, capacity utilization for these products or services in the previous years, projected capacities for existing as well as proposed products or services and the assumptions for future capacity utilization for the next three years in respect of existing as well as proposed products orservices. If the projected capacity utilization is higher than the actual average capacity utilization, rationale to achieve the projected levels.

With regard to above, a table is presented in the following page:

Total actual capacity and its utilization:

Product	Unit	Installed Capacity (Million)			Capacity utilization for this Products (Million)			Actual Capacity Utilization (%)		
		Jul'14 to Jun'15	Jul'15 to Jun'16	Jul'16 to Jun'17	Jul'14 to Jun'15	Jul'15 to Jun'16	Jul'16 to Jun'17	Jul'14 to Jun'15	Jul'15 to Jun'16	Jul'16 to Jun'17
Dyed Yarn	Lbs	19.84	19.84	19.84	11.85	14.21	16.20	59.70%	71.61%	81.65%

Projected capacity and its utilization:

Product	Unit	Installed Capacity (Million)			Capacity utilization for this Products (Million)			Actual Capacity Utilization (%)		
		Jul'17 to Jun'18	Jul'18 to Jun'19	Jul'19 to Jun'20	Jul'17 to Jun'18	Jul'18 to Jun'19	Jul'19 to Jun'20	Jul'17 to Jun'18	Jul'18 to Jun'19	Jul'19 to Jun'20
Dyed Yarn	Lbs	19.84	22.89	23.73	16.32	18.91	20.38	82.00%	83.00%	86.00%

Assumptions for future capacity utilization:

Assumption indicator	Assumption's Basis	Assumptions Years		
		30-June-18	30-June-19	30-June-20
Capacity Increase	Capacity will be increased as new machineries will be introduced. The new duel fuel generator will supply steam continuous with uniform pressure.	0.00%	15.00%	5.00%

Rationale to achieve the projected levels:
The Company has projected that the capacity utilization will increase. As the total market is increased day by day and market share of the company is increasing. Hence, the management of the Company thinks that the projected capacity is attainable.

(e) Description of Property:

The written down value of Property, Plant &Equipment's owned by the company as per audited accounts as on 30June, 2017 are stated below: -

Sl.	Particulars	Written Down Value as at 30-06-2017
1	Land & Land Development	20,149,436
2	Factory Building	420,423,818
3	Plant & Machinery	1,115,712,220
4	Power Generator Set	63,599,410
5	Electrical Installation	39,611,559
6	Boiler	29,800,244
7	Compresser	13,878,896
8	Fork lift	2,508,864
9	ETP Plant	32,981,653
10	Gas Installation	3,872,619
11	Air Condition Installation	3,557,019
12	Telephone Installation	584,313
13	Office Equipment	2,125,251
14	Furniture & Fixture	2,100,752
15	Motor Car	1,220,412
Total		**1,752,126,466**

(i) Location and area of the land, building, principal plants andother property of the company and the condition thereof;

The entire above mentioned assetsare located at rented Corporate Office: House # 11 (Floor-6A), Road# 12, Block-F, Niketon, Gulshan–1, Dhaka-1212 and Factory: Vill: Zamirdia, 10 Hobirbari, Bhaluka, Mymensingh, Bangladesh. All of the above-mentioned Property, Plant & Equipment's is in working condition.

Particular	Location & Area	Condition of the Property
Land	Zamirdia, 10 Hobirbari, Bhaluka, Mymensingh (Factory Area-217.50 decimals)	Position hold by the Company
Factory Building	Zamirdia, 10 Hobirbari, Bhaluka, Mymensingh (Factory Area)	Good condition
Plant & Machinery	Zamirdia, 10 Hobirbari, Bhaluka, Mymensingh (Factory Area)	Working in good condition
Office Equipment	At Factory and Corporate Office	Good condition
Furniture & Fixture		Good condition
Motor Car	At Factory	Running

(ii) Whether the property is owned by the company or taken onlease;

All the assets of the Company are in its own name. The Company's corporate office located at House # 11 (Floor-6A), Road# 12, Block-F, Niketon, Gulshan–1, Dhaka-1212 is rented.

(iii) Dates of purchase, last payment date of current rent (খাজনা) and mutation date of lands, deed value and other costs including details of land development cost, if any andcurrent use thereof;

Deed No.	Date of purchase	Mutation date	Last date of current rent (খাজনা)	C.S. Dag No.	Deed Value	Land development & Other Cost in Tk.	Area of land (Decimal)	Current use
1746	19.07.01	11.10.10	31.07.17	275	350,000	19,799,436	217.50	Factory Building & Administrative building

(iv) The names of the persons from whom the lands has been acquired or proposed to be acquired along with the cost of acquisition and relation, if any, of such persons to the issuer or any sponsor or director thereof;

Name of the persons from whom the land has been acquired	Cost of acquisition	Relations
Md. Aziz Khan, Mrs. Anjuman Aziz Khan, Mrs. Adiba Aziz Khan, Aziza Aziz Khan	350,000	No Relation

(v) Details of whether the issuer has received all the approvals pertaining to use of the land, if required;

Sl.	Location	Name of sellers	Cost of acquisition/Deed Value
1	Bhaluka, Mymensingh	Md. Aziz Khan, Mrs. Anjuman Aziz Khan, Mrs. Adiba Aziz Khan, Aziza Aziz Khan	350,000

The Company has all the approval related to factory premises from the 10 Hobirbari Union Parishad, Bhaluka.

(vi) If the property is owned by the issuer, whether there is amortgage or other type of charge on the property, with nameof the mortgagee;

217.50 decimals of land along with Building of the Company are mortgaged to Islami Bank Bangladesh Limited, Local Office.

(vii) If the property is taken on lease, the expiration dates of thelease with name of the lessor, principal terms and conditionsof the lease agreements and details of payment;

No Property is taken by the Company under lease agreement.

(viii) Dates of purchase of plant and machineries along withsellers name, address, years of sale, condition whenpurchased, country of origin, useful economic life atpurchase and remaining economic life, purchase price andwritten down value;

Name of Item	No. of Machinery (Pcs/Set)	Year of Purchase	Name of Supplier	Adress of Supplier	Year of Sale	Condition	Country of Origin	Useful Economic Life at Purchase	Estimated Remaining Life	Total Purchase price with other cost	Written down Value as on 30-Jun-2017 (Amount BDT)
Spary Hank Dyeing Mac.	2	2001-2002	Dapang	Dapang IndustrySungji BD, 1411 Dowhadong 538Mapoku, Seoul, Korea	N/A	Brand New	Korea	20	9	10,776,610	2,465,366
Spary Hank Dyeing Mac.	2				N/A	Brand New	Korea	20	9	7,802,806	1,785,049
Spary Hank Dyeing Mac.	5				N/A	Brand New	Korea	20	9	2,929,306	670,138
Hydro Extractor	1	2001-2002	Dapang	Dapang IndustrySungji BD, 1411 Dowhadong 538 Mapoku, Seoul, Korea	N/A	Brand New	Korea	20	9	6,348,202	1,452,279
Lab Equipment	1				N/A	Brand New	Korea	20	9	1,201,560	274,881
Auto Packer	1				N/A	Brand New	Korea	20	9	399,000	91,279
Different types of auxiliary machinery & parts	-	2001-2002	Local Machinery	Different supplier located in Bangladesh	N/A	Brand New	Different countries	20	9	8,675,304	1,984,650
Biolar	1	2001-2002	Dapang	Dapang IndustrySungji BD, 1411 Dowhadong 538 Mapoku, Seoul, Korea	N/A	Brand New	Korea	20	9	3,340,291	764,159
Dryer	1				N/A	Brand New	Korea	20	9	4,309,200	985,816
Different types of auxiliarymachinery & parts	-	2001-2002	Local Machinery	Different supplier located in Bangladesh	N/A	Brand New	Different countries	20	9	4,899,187	1,120,788
Spary Hank Dyeing Mac.	1	2008-2009	Dapang	Dapang Industry Sungji BD, 1411 Dowhadong 538Mapoku, Seoul, Korea	N/A	Brand New	Korea	20	12	7,502,252	3,068,029
Different types of auxiliarymachinery & parts	-		Local Machinery	Different supplier located in Bangladesh	N/A	Brand New	Different countries	20	12	8,299,748	3,215,523
Spary Hank Dyeing Mac.	2	2009-2010	Bo Kwang Machinery Co.	Bo Kwang Machinery Co. 279-5, Thyeon-Dong, Seogu Daegu-CitySouth Korea	N/A	Brand New	Korea	20	13	13,216,263	6,764,079
	2				N/A	Brand New	Korea	20	13	24,634,421	7,408,471
	3				N/A	Brand New	Korea	20	13	22,818,938	9,232,649
	3				N/A	Brand New	Korea	20	13	26,178,116	11,706,391
	2				N/A	Brand New	Korea	20	13	20,427,116	10,040,592
	3				N/A	Brand New	Korea	20	13	36,156,906	17,187,995
	2				N/A	Brand New	Korea	20	13	27,472,851	6,803,460
Joik Brand Soft Winder	4	2009-2010	Jeda Corporation	Jeda Corporation455-1, Bangbae-DongSeocho-Gu, Seoul, Korea	N/A	Brand New	Korea	20	13	78,747,571	34,645,859
Joik Brand Rewinder	2				N/A	Brand New	Korea	20	13	24,097,912	9,813,797
Dongyang Brand Rewinder	1				N/A	Brand New	Korea	20	13	9,979,504	3,398,585
Spary Hank Dyeing Mac.	5	2009-2010	Dapang Industry	Dapang Industry Sungji BD, 1411 Dowhadong 538Mapoku, Seoul, Korea	N/A	Brand New	Korea	20	13	22,028,268	8,873,379
Spary Hank Dyeing Mac.	5				N/A	Brand New	Korea	20	13	19,466,296	8,280,403
Spary Hank Dyeing Mac.	5				N/A	Brand New	Korea	20	13	16,750,174	6,475,085
Spary Hank Dyeing Mac.	4				N/A	Brand New	Korea	20	13	10,148,554	3,475,399
Spary Hank Dyeing Mac.	1				N/A	Brand New	Korea	20	13	1,562,606	710,027
Spary Hank Dyeing Mac.	1				N/A	Brand New	Korea	20	13	1,015,688	461,515
Spary Hank Dyeing Mac.	2				N/A	Brand New	Korea	20	13	1,220,985	554,799
Conveyer Stick Dyeing Machine	10				N/A	Brand New	Korea	20	13	47,865,062	20,806,290
Hydro Extractor	10				N/A	Brand New	Korea	20	13	23,411,896	8,936,315
Auto Packer	2				N/A	Brand New	Korea	20	13	952,531	432,817

Hot Melting Tank	1				N/A	Brand New	Korea	20	13	340,341	154,646
Lab Equipment	1				N/A	Brand New	Korea	20	13	815,798	370,688
Air Compressor	1				N/A	Brand New	Korea	20	13	136,605	62,071
Smoke Tube Biolar	2				N/A	Brand New	Korea	20	13	7,391,186	3,358,454
Steam Header	4				N/A	Brand New	Korea	20	13	777,921	353,477
Water Bath Shaker Machine	1				N/A	Brand New	Korea	20	13	642,459	291,925
Hydro Extractor	1				N/A	Brand New	Korea	20	13	508,156	230,899
Different types of auxiliarymachinery & parts	-	2009-2010	Local Machinery	Different supplier located in Bangladesh	N/A	Brand New	Different countries	20	13	40,559,465	21,429,346
Dyeing Machine	5	2009-2010	Dayeung Industries Inc	Dayeung Industries Inc Rm 401, Campus Town Bldg. 420-180, Korea	N/A	Brand New	Korea	20	13	46,512,406	29,472,413
Dyeing Machine	5				N/A	Brand New	Korea	20	13	49,026,505	30,614,785
Dyeing Machine	5				N/A	Brand New	Korea	20	13	59,463,432	25,883,408
Dyeing Machine	4				N/A	Brand New	Korea	20	13	64,578,384	37,681,348
Dyeing Machine	4				N/A	Brand New	Korea	20	13	100,452,605	44,508,331
Dyeing Machine	4				N/A	Brand New	Korea	20	13	44,893,054	28,736,602
DROP Machine	5				N/A	Brand New	Korea	20	13	34,302,441	23,924,371
Dryer Machine-750Kg	4				N/A	Brand New	Korea	20	13	90,885,931	49,635,139
DCPM System	4				N/A	Brand New	Korea	20	13	39,139,401	29,770,315
Plastic Bobin-12,000 Pcs	12,000				N/A	Brand New	Korea	20	13	9,755,730	3,296,905
Hoist Crane	2				N/A	Brand New	Korea	20	13	21,661,487	8,706,719
Different types of auxiliarymachinery & parts	-	2010-2011	Local Machinery	Different supplier located in Bangladesh	N/A	Brand New	Different countries	20	14	14,782,280	5,874,633
Spary Hank Dyeing Mac.	1	2012-2013	Dapang Industry	Dapang Industry Sungji BD, 1411 Dowhadong 538Mapoku, Seoul, Korea	N/A	Brand New	Korea	20	16	8,761,732	5,968,880
	1				N/A	Brand New	Korea	20	16	9,350,892	6,352,210
	1				N/A	Brand New	Korea	20	16	10,215,407	6,914,697
	1				N/A	Brand New	Korea	20	16	10,992,797	5,525,742
	1				N/A	Brand New	Korea	20	16	12,999,524	8,726,152
	1				N/A	Brand New	Korea	20	16	9,560,941	6,488,876
	1				N/A	Brand New	Korea	20	16	10,553,733	7,134,825
					N/A	Brand New	Korea	20	16	2,500,000	1,188,839
Drop Machine	1				N/A	Brand New	Korea	20	16	4,063,036	1,016,972
DGPM System	1				N/A	Brand New	Korea	20	16	4,501,347	2,962,824
Plastic Bobin	4000				N/A	Brand New	Korea	20	16	3,161,602	430,464
Hoist Crane	1				N/A	Brand New	Korea	20	16	10,564,738	5,515,389
Soft Winding Machine	4				N/A	Brand New	Korea	20	16	20,601,442	13,672,254
Re-Winding Machine	4				N/A	Brand New	Korea	20	16	20,601,442	13,672,254
Different types of auxiliary machinery & parts	-	2012-2013	Local Machinery	Different supplier located in Bangladesh	N/A	Brand New	Different countries	20	16	19,354,284	12,592,646
Spary Hank Dyeing Mac.	2	2012-2013	Bo Kwang Machinery Co.	Bo Kwang Machinery Co. 279-5, Thyeon-Dong, Seogu Daegu-CitySouth Korea	N/A	Brand New	Korea	20	16	28,065,414	16,633,848
	1				N/A	Brand New	Korea	20	16	15,357,512	9,743,928
	2				N/A	Brand New	Korea	20	16	29,925,507	18,791,474
	2				N/A	Brand New	Korea	20	16	33,591,777	20,229,514
	1				N/A	Brand New	Korea	20	16	20,151,794	11,484,940
Different types of auxiliarymachinery & parts	-	2013-2014	Local Machinery	Different supplier located in Bangladesh	N/A	Brand New	Different countries	20	16	7,210,532	4,691,451

Dyeing Machine	2	2014-2015	Bo Kwang Machinery Co.	Bo Kwang Machinery Co. 279-5, Thyeon-Dong, Seogu Daegu-CitySouth Korea	N/A	Brand New	Korea	20	18	24,649,496	18,813,885
Dryer Machine	2	2014-2015	Dapang	Dapang IndustrySungji BD, 1411 Dowhadong 538Mapoku, Seoul, Korea	N/A	Brand New	Korea	20	18	77,050,891	62,029,941
Winding Machine	6	2014-2015	Jeda Corporation	Jeda Corporation455-1, Bangbae-DongSeocho-Gu, Seoul, Korea	N/A	Brand New	Korea	20	18	114,875,983	92,540,898
Winding Machine	4	2014-2015	Jeda Corporation	Jeda Corporation455-1, Bangbae-DongSeocho-Gu, Seoul, Korea	N/A	Brand New	Korea	20	18	46,902,904	37,711,589
Dyeing Machine	4	2014-2015	Bo Kwang Machinery Co.	Bo Kwang Machinery Co. 279-5, Thyeon-Dong, Seogu Daegu-City	N/A	Brand New	Korea	20	18	79,102,969	63,685,215
Dyeing Machine	2	2014-2015	Bo Kwang Machinery Co.	Bo Kwang Machinery Co. 279-5, Thyeon-Dong, Seogu Daegu-City	N/A	Brand New	Korea	20	18	44,877,011	36,077,438
Dryer Machine	2	2014-2015	Dapang	Dapang IndustrySungji BD, 1411 Dowhadong 538Mapoku, Seoul, Korea	N/A	Brand New	Korea	20	18	49,986,214	40,198,688
Compressor	1	2014-2015	Dapang	Dapang IndustrySungji BD, 1411 Dowhadong 538Mapoku, Seoul, Korea	N/A	Brand New	Korea	20	18	10,401,072	8,268,018
Hoist Crane	1	2014-2015			N/A	Brand New	Korea	20	18	8,470,054	4,815,641
Different types of auxiliarymachinery & parts	-	2014-2015	Local Machinery	Different supplier located in Bangladesh	N/A	Brand New	Different countries	-	-	21,382,143	17,789,317
Dyieng Machine	1	2014-2015	Dapang	Dapang IndustrySungji BD, 1411 Dowhadong 538 Mapoku, Seoul, Korea	N/A	Brand New	Korea	20	19	12,498,593	10,123,957
Different types of auxiliarymachinery & parts	-	2015-2016	Local Machinery	Different supplierlocated in Bangladesh	N/A	Brand New	Different countries	20	19	6,547,169	5,677,114
Total										**1,910,090,663**	**1,115,712,220**

(ix) Details of the machineries required to be bought by theissuer, cost of the machineries, name of the suppliers, date ofplacement of order and the date or expected date of supply, etc.

No machineries are required to be bought by the issuer except machineries to be bought from IPO proceeds, the details of which are below:

Sl. No	Description	Brand	Quantity	Unit Price. FC	Total Price FC	Total Price in BDT	Date of Placement of Order	Date or Expected Date of Supply
a)	**Generator- Model TCG 2020 V16 K**	MWM	1 Set	US $675,000	US $675,000	54,000,000	After receiving IPO Fund	Within 18 Months After receiving IPO Fund
	Features: • Total Electronic Management system • Computer controlled anti-knock regulation for individual cylinder • Lean burn technology Technical Specifications: • Genset Power : 1543 KW • Electrical Power : 1500 • Engine Speed : 1500 min^{-1} Origin - German Warranty: 1 Year Condition : Brand New							
b)	**Radio Frequency Drying Systems. Model: SO-200TS**	Strayfield	1 Set	US $170,000	US $170,000	13,600,000		
	Features: • All welded aluminium and stainless steel construction • Arc suppression • PLC control Technical Specifications: • RF Power (KW) : 125 KW • Water Evaporation : 150 Lt/Hr • Electrical Mains Supply Frequency : 50 Hz 3 phase • Electrical Supply Voltage : 410 Volt • Electronic Valve : Water Cooled • Conveyor Belt Width : 1400 mm • Steam Requirement : 90 Kgs/Hr. @ 3.5 Bar Origin - India. Warranty: 1 Year Condition : Brand New							

c)	**Dyeing Machine – ALL WIN – 226H Type: 11A**	Fongs	1 Set	US $290,000	US $290,000	23,200,000		
	Structure: • Fine quality corrosion resistant stainless steel. • Vertical kier equipped with counter weight lid. • Patented highly efficient heat-exchanger with modulation valve. • Automatic control functions. Specifications: • Design temperature : 140 ˚C • Heating gradient : 25˚C – 100˚C approx. 4.5˚C/Min • Cooling gradient : 130˚C – 100˚C approx. 3˚C/Min • Loading Capacity : 3000 Kg Origin – China. Warranty: 1 Year Condition : Brand New							
d)	**Dyeing Machine – LAB WIN – 3 Type: K2**	Fongs	3 Set	US $23,000	US $69,000	5,520,000		
	Structure: • Fine quality corrosion resistant stainless steel. • Vertical kier equipped with counter weight lid. • Patented highly efficient heat-exchanger with modulation valve. • Automatic control functions. Specifications: • Design temperature : 140 ˚C • Heating gradient : 20˚C – 130˚C approx. 30min • Cooling gradient : 130˚C – 80˚C approx. 20min • Loading Capacity : 10 Kg Origin – China. Warranty: 1 year Condition : Brand New							
e)	**Lab Equipment**							
	i) Tenso Lab 3, Splicer Scaner III, Electronic Warf Reel, Electronic Sliver roving Reel, Tecnometer DT	Mesdan SpA	1 Set	€ 60,000	€ 60,000	5,280,000		
	Features: • Portable electronic strength tester built. • Electro-magnetic clamps with automatic closure. • Equipped with electronic pre-selector. • Adjustable double-bar yarn tensioner.							

	Technical Specifications: • Power Supply : 115VAC 50/60Hz • Clamps distance : 250 mm • Dimension : (L) 450 x (W) 300 x (H) 500 min Origin – Italy Warranty: 1 Year Condition : Brand New							
	ii) Evenness Tester & Count Analyzer	Tomsic	1 Set	€ 33,636.36	€ 33,636.36	2,960,000		
	Features: • Self test softwear for each module. • Multi diagrams windows for direct test comparison. • Data retrieve is based on open SQL server database. Specifications: • Data view : Min. Avg. Max CV% Q95% • 20 different pre-installed filters Origin – Italy. Warranty: 1 Year Condition : Brand New							
f)	**Automatic Winders, Model: QPRO Plus**	Murata	2 Set	€ 210,000	€ 420,000	36,960,000		
	Features: • Stable even at high speed • Auto Bobbin-Centering Function • Highly Valued in subsequent processes Specifications: • Sopply bobbin size : Min. 15mm Max. 260mm. • Number of spindles 10-spindle system…Max60. • Blower : Individual blower / 15kW Origin – Japan. Warranty: 1 Year Condition : Brand New							

<table>
<tr><td>g)</td><td>Hydro Extractor, Model: BERTA 36 T.E.</td><td>Dettin</td><td>1 Set</td><td>€ 136,362</td><td>€ 136,362</td><td>11,999,856</td><td></td><td></td></tr>
<tr><td></td><td>Structure:
• Semiautomatic loading
• All the parts in touch with the yarn are made of stainless steel and anti-acid materials.
• At the base structure and the loading set are made carbon steel.

Technical Data:

• Overall dimensions : 2580mm x 2320mm x 2615mm
• Volt to be specified all controls under low tension 24 volt
• Loading capacity : max ext. 220 mm H 170 mm

Origin – Italy.
Warranty: One Year
Condition : Brand New</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>h)</td><td>Fork Lift, Model:8FD50N</td><td>Toyota</td><td>2 Set</td><td>US $45,000</td><td>US $90,000</td><td>7,200,000</td><td></td><td></td></tr>
<tr><td></td><td>Structure:
• Diesel engine
• Automatic transmission.
• Front & Rear combination lights.
• Back up Buzzer rear view mirrors.

Technical Data:

• Load capacity : 5000 kg
• Load Center : 600 mm
• Maximum Lift Height : V 3000 mm
• Tire : Pneumatic Tire (FR & RR)
• Lowered Height : 2450
Origin – China.
Warranty: 1 Year
Condition : Brand New</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>i)</td><td>Duties, Insurance, L/C Commission, Inland Carrying, C& F, Erection and installation:
<table><tr><th>Sl.</th><th>Particulars</th><th>Taka</th></tr><tr><td>1</td><td>Duties</td><td>2,410,798</td></tr><tr><td>2</td><td>Insurance</td><td>441,980</td></tr><tr><td>3</td><td>L/C Commission</td><td>964,319</td></tr><tr><td>4</td><td>Carrying</td><td>1,440,000</td></tr><tr><td>5</td><td>C&F</td><td>385,000</td></tr><tr><td>6</td><td>Erection & Installation</td><td>11,938,047</td></tr></table></td><td></td><td></td><td></td><td></td><td>17,580,144</td><td></td><td></td></tr>
<tr><td></td><td></td><td></td><td>Total</td><td></td><td></td><td>178,300,000</td><td></td><td></td></tr>
</table>

(x) In case the machineries are yet to be delivered, the date of quotations relied upon for the cost estimates given shall also be mentioned;

There are no machineries which are yet to be delivered.

(xi) If plant is purchased in brand new condition then it should be mentioned;

All plants and machineries of the Company were purchased in brand new condition.

AUDITOR'S CERTIFICATE REGARDING PURCHASE OF MACHINERIES IN BRAND NEW CONDITION

We certify that, all plants & machineries of M.L. Dyeing Limited were purchased in brand new condition. There are no re-conditioned or second-hand machineries installed in the Company.

Sd/-
Place: Dhaka; **Mahfel Huq& Co.**
Dated: March 01, 2018 Chartered Accountants

(xii) Details of the second hand or reconditioned machineries bought or proposed to be bought, if any, including the age of the machineries, balance estimated useful life, etc. as per PSI certificates of the said machineries as submitted to the Commission;

The Company neither purchased any second hand or reconditioned machineries nor any plan to purchase in future.

(xiii) A physical verification report by the issue manager(s) regarding the properties as submitted to the Commission;

PHYSICAL VERIFICATION REPORT

Of

M.L. DYEING LIMITED

This is to certify that we have visited the factory of M.L. Dyeing Limited on February 05, 2018 and we have found the factory as details bellow:

Visited and Accompanied by:

Particulars		Name & Designation	Company
Visited by (NBL Capital & Equity Management Limited)	:	**Kamrun Naher** *Chief Executive Officer*	NBL Capital & Equity Management Limited
	:	**Md. Tymur Jahan Chowdhury** *Executive Officer*	
Visited by (Rupali Investment Limited)	:	**Md. Mamunur Rashid** *Chief Executive Officer*	Rupali Investment Limited
	:	**Md. Junaed Miah** *Principal Officer*	
Accompanied by	:	**A.K.M. Atiqur Rahman** *Company Secretary*	M.L. Dyeing Limited
	:	**Md. Nur Quashem** *General Manager- Factory*	

Company Overview

M. L. Dyeing Limited (MLDL) is a 100% export oriented Yarn Dyeing Industry in Bangladesh. MLDL was incorporated as a Private Limited company on 21st March, 2001 and subsequently converted into a public limited company on 2nd June, 2010. The Certificate of Incorporation number is C- 42701(2060)/2001 of 2001. The Company started its commercial operation on July 01, 2002.

The authorized and paid-up capital of the company is as follows:

Authorized Capital : Tk. 2,100,000,000.00
Paid up Capital : Tk. 1,404,100,000.00
Proposed IPO Size : Tk. 200,000,000.00 (2.00 Crore Shares @ Tk. 10.00 each)
IPO Size (in share) : 20,000,000 Shares

Registered and Corporate Office

MLDL's registered office is situated at Vill: Zamirdia, 10 Hobirbari, Bhaluka, Mymensingh and corporate office is situated at House # 11 (Floor-6A), Road# 12, Block-F, Niketon, Gulshan–1, Dhaka-1212.

Nature of Business

The principal activities of the Company are to carry on the business of dyeing and finishing yarn for 100% export oriented sweaterindustries in Bangladesh.

Location of the Factory

The factory is situated at Zamirdia, 10 Hobirbari, Bhaluka, Mymensingh, Bangladesh.

Description of property

We have identified that the factory of M. L. Dyeing Limited is located at Zamirdia, 10 Hobirbari, Bhaluka, Mymensingh, Bangladesh. We have found properties at the factory like:

1) **Land:** We have found 217.50 decimals of land surrounded by boundary wall.

2) **Factory Building:** The factory has total twelve buildings. Details of the buildings status are discussed below:

Sl.	Particulars	Building Type	Length (Feet)	Width (Feet)	Area per Floor -Sft	No. of Floor	Total Area (Sft)
1	Building No.-1	R.C.C building, Office buildings, Executive dormitory, Canteen & Child Care-RCC-Grade Beam, RCC-Floor Slab, RCC-Pillar, RCC-Slab with Beam, RCC-Stair, RCC-Lintel, Brick Wall, Plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat Thai Aluminum & 5mm Glass in window, Door, M.S Grill in Window.	52.5	50	2,625	6	15,750
2	Building No.-2	R.C.C building, Dyes & Chemical godown, RCC-Grade Beam, RCC-Floor Slab, RCC-Pillar, RCC-Slab with Beam, RCC-Stair, RCC-Lintel, Brick Wall, Plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat Thai Aluminum & 5mm Glass in window, Door, M.S Grill in Window.	53.3	25.8	1,375	6	8,251
3	Building No.-3	R.C.C building, Winding Machine and Dyes &Chemical godown, RCC-Grade Beam, RCC-Floor Slab, RCC-Pillar, RCC-Slab with Beam, RCC-Stair, RCC-Lintel, Brick Wall, Plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat Thai Aluminum & 5mm Glass in window, Door, M.S Grill in Window.	63	48.11	3,031	6	18,186
4	Building No.-4	R.C.C building, Winding Machine, RCC-Grade Beam, RCC-Floor Slab, RCC-Pillar, RCC-Slab with Beam, RCC-Stair, RCC-Lintel, Brick Wall, Plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat Thai Aluminum & 5mm Glass in window, Door, M.S Grill in Window.	116	39	4,524	6	27,144
5	Building No.-5	R.C.C building, Dyes & Chemical godown, RCC-Grade Beam, RCC-Floor Slab, RCC-Pillar, RCC-Slab with Beam, RCC-Stair, RCC-Lintel, Brick Wall, Plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat Thai Aluminum & 5mm Glass in window, Door, M.S Grill in Window.	70	26	1,820	6	10,920
6	Pre-Fabricated Building No.-6	Machine floor Pre-fabricated steel structured building for manufacturing	232.5	30.2	7,022	2	14,043

7	Pre-Fabricated Building No.-7	Machine floor, Pre-fabricated steel structured building for manufacturing	210	120	25,200	1	25,200
8	Trust Building No.-8	Machine floor, Brick Pillar & Teen Shed Roof with M.S angle Brick Pillar & Teen Shed Roof with M.S angle	40.6	38.7	1,571	1	1,571
9	Pre-Fabricated Building No.-9	Warehouse, Pre-fabricated steel structured building	191	119	22,729	1	22,729
10	Sheed No.-10	Machine floor, Brick Pillar & Teen Shed Roof with M.S angle Brick Pillar & Teen Shed Roof with M.S angle	71.9	31.2	2,243	1	2,243
11	Sheed No.-11	Machine floor, Brick Pillar & Teen Shed Roof with M.S angle Brick Pillar & Teen Shed Roof with M.S angle	41.7	38.7	1,614	1	1,614
12	Building No.-12	Pum and Reserve Tank, Brick Pillar & Teen Shed Roof with M.S angle Brick Pillar & Teen Shed Roof with M.S angle	55.6	40.6	2,257	1	2,257

3) **Machinery:** Total number of Machineries is 178.

4) **Generator:** MLDL has procured and implemented Three Unit Gas Generator having capacity of 1.95 MW.

5) **ETP:** MLDL has an ETP plant to purify the waste water produced from the manufacturing process.

6) **Fire Fighting Equipment:** MLDL has adequate fire extinguishers, house pipe for managing the factory.

Besides these assets, we have also found other assets like Electrical Installation, Boiler, Compressor, Fork lift, Gas Installation, Air Condition Installation, Telephone Installation, Office Equipment, Furniture & Fixture and Motor Car.

It is also mentionable here that during our visit, we also checked Inventory register and roster (Workers' duty register) and found satisfactory. We also noticed that all machineries of MLDL are in good condition and running well.

Signboard:

The signboard of the Company is well displayed at the factory premises and there is no other office or factory within the said factory premises.

Sd/-
Kamrun Naher
Chief Executive Officer
NBL Capital & Equity Management Limited

Sd/-
Md. Mamunur Rashid
Chief Executive Officer
RupaliInvestment Limited

(xiv) If the issuer is entitled to any intellectual property right orintangible asset, full description of the property, whether the same are legally held by the issuer and whether all formalities in this regard have been complied with;

The Company has no intellectual property right or intangible asset.

(xv) Full description of other properties of the issuer;

Sl.	Particulars	Written Down Value as at 30-06-2017
1	Electrical Installation	39,611,559
2	Boiler	29,800,244
3	Compresser	13,878,896
4	Fork lift	2,508,864
5	Gas Installation	3,872,619
6	Air Condition Installation	3,557,019
7	Telephone Installation	584,313
8	Office Equipment	2,125,251
9	Furniture & Fixture	2,100,752
10	Motor Car	1,220,412

(f) Plan of Operation and Discussion of Financial Condition:

The issuer's revenue and results from operation, financial position and changes in financial position and cash flows for the last five years:

REVENUE AND RESULTS FROM OPERATION:

Particulars	For the year				
	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
		Restated			
Sales	2,295,718,352	1,923,513,063	1,712,845,768	2,379,356,874	2,538,284,589
Cost of Sales	2,027,375,221	1,652,894,831	1,454,826,153	1,726,328,867	1,691,808,367
Gross Profit	**268,343,131**	**270,618,232**	**258,019,615**	**653,028,007**	**846,476,222**
Operating Expenses	31,141,530	27,364,700	25,204,056	25,003,939	24,180,007
Operating Profit	**237,201,601**	**243,253,532**	**232,815,559**	**628,024,068**	**822,296,215**
Non Operating Expenses	**7,384,678**	**16,388,875**	**27,283,948**	**46,991,366**	**94,900,178**
Financial Expenses	7,384,678	16,388,875	27,283,948	46,991,366	94,900,178
Non Operating Income	**27,138,124**	**(26,478,556)**	**12,290,528**	**82,508,966**	**62,986,126**
Other Income	796,647	740,778	878,754	1,216,305	1,146,604
Share of Profit/(Loss) of associate	26,341,477	(27,219,334)	11,411,774	81,292,661	61,839,522
Net Profit before Tax	**256,955,047**	**200,386,101**	**217,822,139**	**663,541,668**	**790,382,163**
Income tax expenses	**34,751,364**	**34,283,410**	**31,137,306**	**93,248,813**	**109,539,383**
Current Tax	27,281,521	21,320,634	5,077,589	87,611,020	109,539,383
Deferred Tax	7,469,843	12,962,776	26,059,717	5,637,793	-
Net Profit after Tax	**222,203,683**	**166,102,691**	**186,684,833**	**570,292,855**	**680,842,780**
Other Compresive Income	169,327	71,781	166,272	24,809	19,225
Total Compresive Income	**222,373,010**	**166,174,472**	**186,851,105**	**570,317,664**	**680,862,005**
Earnings Per Share (EPS)	1.58	1.18	1.33	4.06	4.85

FINANCIAL POSITION:

Particulars	For the year				
	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
		Restated			
Assets:					
Non-Current Assets	**2,109,992,566**	**2,223,826,611**	**2,337,901,538**	**1,799,128,288**	**1,823,665,594**
Property, Plant & Equipment	1,752,126,466	1,892,301,988	1,966,402,617	1,451,796,105	1,557,626,072
Investment in Associate company	357,866,100	331,524,623	358,743,957	347,332,183	266,039,522
Capital wrok-in-progress	-	-	12,754,964	-	-
Current Assets	**1,516,837,529**	**1,206,414,693**	**1,376,579,871**	**1,795,523,697**	**1,443,887,332**
Inventories	614,768,683	463,206,216	575,615,098	824,925,150	520,872,205
Trade and Other Receivable	839,444,477	694,212,049	743,683,581	936,515,077	893,365,963
Advance, Deposit & Prepayments	37,217,036	34,898,190	14,099,829	11,885,295	13,250,071
Cash & Bank Balances	25,407,333	14,098,238	43,181,363	22,198,175	16,399,093
Total Assets	**3,626,830,095**	**3,430,241,304**	**3,714,481,409**	**3,594,651,985**	**3,267,552,926**
Shareholders' Equity & Liabilities					
Shareholders' Equity	**3,329,479,662**	**3,107,178,433**	**3,292,195,233**	**3,105,368,937**	**2,535,070,498**
Share Capital	1,404,100,000	1,404,100,000	1,404,100,000	1,404,100,000	702,050,000
Other Comprehensive Income	169,327	71,781	166,272	24,809	19,225
Retained Earnings	1,925,210,335	1,703,006,652	1,887,928,961	1,701,244,128	1,833,001,273
Non-Current labilities	**118,095,275**	**110,625,432**	**97,662,656**	**118,180,669**	**207,487,623**
Long Term Loan from Bank	-	-	-	112,542,876	207,487,623
Deferred Tax Liabilities	118,095,275	110,625,432	97,662,656	5,637,793	-
Current Liabilities	**179,255,158**	**212,437,439**	**324,623,521**	**371,102,379**	**524,994,805**
Trade and Other Payable	88,769,710	140,328,376	103,786,878	76,516,988	204,287,053
Current portion of Long Term Loan	-	-	101,619,025	108,000,000	108,000,000
Short term Loan from Bank	31,179,680	31,585,225	78,814,022	81,217,604	55,940,957
Creditors & Accrues	8,551,508	6,585,880	12,086,271	11,162,906	9,624,171
Provision for Income tax	50,754,260	33,937,958	28,317,324	94,204,881	147,142,624
Total Liabilities	**297,350,433**	**323,062,871**	**422,286,177**	**489,283,048**	**732,482,428**
Total Shareholders' Equity & Liabilities	**3,626,830,095**	**3,430,241,304**	**3,714,481,409**	**3,594,651,985**	**3,267,552,926**
Net Asset Value (NAV) Per Share	23.71	22.13	23.45	22.12	36.11

CHANGES IN FINANCIAL POSITION:

Particulars	Ordinary Share Capital	Retained Earnings	Other Comprehensive Income	Total
Balance as on June 30, 2013	702,050,000	1,833,001,273	19,225	**2,535,070,498**
Balance as on June 30, 2014	1,404,100,000	1,701,244,128	24,809	**3,105,368,937**
Balance as on June 30, 2015	1,404,100,000	1,887,928,961	166,272	**3,292,195,233**
Balance as on June 30, 2016	1,404,100,000	1,703,006,652	71,781	**3,107,178,433**
Balance as on June 30, 2017	1,404,100,000	1,925,210,335	169,327	**3,329,479,662**

CASH FLOWS:

Particulars	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
Cash Flow from Operating Activities:					
Collection from Customers	2,150,711,830	1,972,920,045	1,905,845,063	2,336,207,174	2,239,641,956
Collection from other non-operating income	693,126	712,980	878,754	1,216,305	1,146,604
Cash paid to Suppliers and others	(2,073,773,697)	(1,350,319,356)	(1,055,418,080)	(2,032,027,178)	(1,876,267,761)
Paid for operating Expenses	(27,298,849)	(30,890,216)	(22,888,742)	(21,949,976)	(21,006,065)
Income tax paid	(14,987,548)	(27,527,541)	(15,465,219)	(140,548,763)	-
Net cash flow from Operating activities	**35,344,862**	**564,895,912**	**812,951,776**	**142,897,562**	**343,514,734**
Cash Flow from Investing Activities:					
Purchase of Fixed Assets	(16,245,544)	(77,717,340)	(643,357,207)	(20,439,014)	(370,183,082)
Dividend paid	-	(351,025,000)	-	-	-
Increase/Decrease to other Company	-	-	-	-	530,920,000
Net cash used in investing activities	**(16,245,544)**	**(428,742,340)**	**(643,357,207)**	**(20,439,014)**	**160,736,918**
Cash Flow from Financing Activities:					
Increase/ Decrease in Short term loan from bank	(405,545)	(47,228,797)	(2,403,582)	25,276,647	(287,291,598)
Payment for financial Expenses	(7,384,678)	(16,388,875)	(27,283,948)	(46,991,366)	(94,900,178)
Increase/Decrease in Long term loan from bank	-	(101,619,025)	(118,923,851)	(94,944,747)	(128,137,855)
Net Cash Flow from Financing Activities	**(7,790,223)**	**(165,236,697)**	**(148,611,381)**	**(116,659,466)**	**(510,329,631)**
Increase/ (Decrease) in cash and cash equivalents	11,309,095	(29,083,125)	20,983,188	5,799,082	(6,077,979)
Opening Cash and Cash Equivalents	14,098,238	43,181,363	22,198,175	16,399,093	22,477,072
Closing Cash and Cash Equivalents	**25,407,333**	**14,098,238**	**43,181,363**	**22,198,175**	**16,399,093**

(a) **Internal and external sources of cash;**

Particulars	For the year				
	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
Internal Sources of Cash		Restated			
Share Capital	1,404,100,000	1,404,100,000	1,404,100,000	1,404,100,000	702,050,000
Retained Earnings	1,925,210,335	1,703,006,652	1,887,928,961	1,701,244,128	1,833,001,273
Sub-Total	**3,329,310,335**	**3,107,106,652**	**3,292,028,961**	**3,105,344,128**	**2,535,051,273**
External Sources of Cash					
Long Term Loan from Bank	-	-	-	112,542,876	207,487,623
Current portion of Long Term Loan	-	-	101,619,025	108,000,000	108,000,000
Short term Loan from Bank	31,179,680	31,585,225	78,814,022	81,217,604	55,940,957
Sub-Total	**31,179,680**	**31,585,225**	**180,433,047**	**301,760,480**	**371,428,580**
Grand Total	**3,360,490,015**	**3,138,691,877**	**3,472,462,008**	**3,407,104,608**	**2,906,479,853**

(b) **Any material commitments for capital expenditure and expected sources of funds for such expenditure;**

The Company has not yet made any material commitment for capital expenditure except for those that are mentioned under the head 'Use of Proceeds' from IPO fund.

(c) **Causes for any material changes from period to period inrevenues, cost of goods sold, other operating expenses and net income;**

The company's revenue and other income as well as operating expenses and net income for last 5 years are as stated below:

Particular	For the year				
	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
		Restated			
Sales	2,295,718,352	1,923,513,063	1,712,845,768	2,379,356,874	2,538,284,589
Gross Profit	268,343,131	270,618,232	258,019,615	653,028,007	846,476,222
Operating Expenses	31,141,530	27,364,700	25,204,056	25,003,939	24,180,007
Net Profit after Tax	222,203,683	166,102,691	186,684,833	570,292,855	680,842,780

Causes for changes:

Revenues:
Period to period revenue have been changed due to the effect of customers' demand, sales price and sales volume.

Cost of goods sold:
Change of cost of goods sold in period to period is in the line with sales volume.

Other operating expenses:
Change of operating expenses in period to period is in the line with production and sale volume.

Net income:
Net income is also changed in period to period in line with sales volume.

(d) **Any seasonal aspects of the issuer's business;**
MLDL supplies its products to its regular buyers, who provide sufficient purchase orders to work throughout the year. As a result, no seasonal aspects would adversely affect the business of MLDL.

(e) **Any known trends, events or uncertainties that may have material effect on the issuer's future business;**
At present, there are no known trends, events and/or uncertainties that shall have a material impact on the company's future business except for those which are naturally beyond control of human being.

The business operation of the Company may be affected by the following events:
I. Political unrest
II. Natural disaster.

(f) **Any assets of the company used to pay off any liabilities;**
None of the assets of the company has been used to pay off any liabilities of the company.

(g) **Any loan taken from or given to any related party or connected person of the issuer with details of the same;**
No loan taken or given to any related party or connected person of the issuer.

(h) **Any future contractual liabilities the issuer may enter into within next one year, and the impact, if any, on the financial fundamentals of the issuer;**
The Company has no plan to enter into any contract creating future liabilities for the company except for those which are created in the normal course of business activities.

(i) **The estimated amount, where applicable, of future capital expenditure;**
The Company has no plan for capital expenditure except for those mentioned in the 'Use of Proceeds' from IPO fund.

(j) **Any VAT, income tax, customs duty or other taxliability which is yet to be paid, including any contingent liabilities stating why the same was not paid prior to the issuance of the prospectus. Updated income tax status for the last 5 years or from commercial operation, which is shorter;**

VAT: MLDL is a 100% export oriented company. As result, enjoying VAT exempted from NBR. There is no VAT liability of the Company as on 30June, 2017.

Customs Duty or other tax liabilities: There is no customs duty liability of the Company as on 30June, 2017.

Income Tax: The Company is a regular tax payer. The TIN number of the company is 847475218132/Circle-52 (Company), Taxes Zone-3, Dhaka. Following are the details of income tax related information of the Company:

Income Year	Assessment Year	Status
2016-2017	2017-2018	Income Tax Return has been submitted on 15.01.2018
2015-2016	2016-2017	Income Tax Return has been submitted on 20.02.2017 of which assessment is under process at the end of the DCT.
2014-2015	2015-2016	As per certificate given by DCT of Circle-52 (Companies), Taxes Zone-3, Dhaka on 09.03.17, the Company's income tax assessment has been completed for the assessment year 2015-2016.
2013-2014	2014-2015	As per certificate given by DCT of Tax Circle-52(Companies), Taxes Zone-3, Dhaka on 09.03.17, the Company's income tax assessment has been completed for the assessment year 2014-2015.
2012-2013	2013-2014	As per certificate given by DCT of Tax Circle-52(Companies), Taxes Zone-3, Dhaka on 09.03.17, the Company's income tax assessment has been completed for the assessment year 2013-2014.

(k) **Any financial commitment, including lease commitment, the company had entered into during the past five yearsor from commercial operation, which is shorter, giving details as to how the liquidation was or is to be effected;**

The Company has no operating lease obligation with anyone. However, the corporate office of the Company is established in a rented space under the following condition:

Address	Area (Sft)	Rent/Sft.	Period	Rent p/m (Tk.)
House # 11, (Floor-6A), Road # 12, Block-F, Niketon, Gulshan-1, Dhaka-1212.	750	@ Tk. 16/-	Feb 16, 2017 to Feb 15 2022	12,000/-

Loans:

Sl	Name of Bank	Sanction Amount	Purpose of Loan	Sanction Date	Expiry Date	Installment-Qtr.	Outstanding at 30Jun, 2017	Mortgage /Lien
1	Islami Bank Bangladesh Limited	65.00 Cr.	Murabaha TR & MPI	23.10.2016	22.10.2017	-	31,179,680	217.50 decimals land along with building of MLDL
2	Social Islami Bank Limited	56.00 Cr.	Long Term	28.02.2012	12.01.2016	27,000,000	-	
		95.00 Cr.	Short Term	28.02.2015	27.02.2016	-	-	

NB: Apart from the above loans, the Company does not or did not have, during the period since its commencement of commercial operation any finance lease or such type of other commitment.

(l) **Details of all personnel related schemes for which thecompany has to make provision for in future years;**

Short-term employee benefits include salaries, festival bonuses, house rent, medical fees, leave encashment, childcare. Obligations for such benefits are measured on an undiscounted basis and are expensed as the related service is provided.

The company will contribute to the Central Fund after established of the fund by relevant authority as per provisions of the Bangladesh Labor Law (amendment), 2013 and is payable to workers as defined in the said law.

(m) **Break down of all expenses related to the public issue;**

The following amount to be paid to the Issue Managers, Underwriters and other costs are as follows:

Sl. No.	Particulars	Basis	Amount in BDT (approx.)	
A.	**MANAGERS TO THE ISSUE FEES**			2,300,000
1	Managers to the Issue fee (Maximum 2% (two percent) of the public offer amount)	NBL Capital & Equity Management Limited	1,000,000	
		Rupali Investment Limited	1,000,000	
2	VAT against Issue Management Fees	15% of issue management fees	300,000	
B.	**FEES RELATED TO LISTING WITH THE STOCK EXCHANGES**			6,712,300
3	Prospectus Submission Fees to DSE & CSE	Fixed	100,000	
4	DSE and CSE Annual Fee	@ 0.05% on Tk. 100 Crore of paid-up capital and 0.02% on the rest amount of paid-up capital; (Minimum Tk. 50,000 and Maximum Tk. 600,000 for each exchange)	1,200,000	
5	Fees related to Listing with the stock exchanges	@ 0.25% on Tk. 10 Crore and 0.15% on the rest amount of paid up capital range; (minimum 50,000 and maximum Tk. 10,000,000 for each exchanges)	5,012,300	
6	Data Transmission Fee for DSE & CSE	Fixed	400,000	
C.	**BSEC FEES**			850,000
7	Application fee	Fixed	50,000	
8	Consent fee	fee @ 0.40% on the public offer amount	800,000	
D.	**IPO RELATED FEES**			550,000
9	Underwriting commission [Maximum 1% (one percent) on 35% (thirty five percent) of the public offer amount]	Commission @ 0.50% on Underwritten Amount	350,000	
10	Auditors Certification fees	At Actual	200,000	
E.	**CDBL FEES AND EXPENSES**			849,115
11	Security Deposit	At Actual	500,000	
12	Documentation fee	At Actual	2,500	
13	Annual fee	At Actual	100,000	

14	Connection Fee (TK. 500 per month* 12)	At Actual	6,000	
15	Initial Public Offering fee	@.015% of issue size+.015% of Pre-IPO paid up capital	240,615	
F.	**PRINTING AND POST PUBLIC OFFER EXPENSES**			10,438,585
16	Publication of prospectus	Estimated (to be paid at actual) (2,500 Pcs)	650,000	
17	Abridge Version of Prospectus and Notice in 4 daily newspaper	Estimated (to be paid at actual)	600,000	
18	Notice for prospectus, Lottery, Refund etc. in 4 daily newspaper	Estimated (to be paid at actual)	250,000	
19	Lottery related expenses including BUET fee	Estimated (to be paid at actual)	800000	
20	Data Processing and Share Software Charge	Estimated (to be paid at actual)	7,753,100	
21	Courier Expenses	Estimated (to be paid at actual)	200,000	
22	Administrative & Stationary Expense	Estimated (to be paid at actual)	185,485	
Grand Total				**21,700,000**

N.B.: Actual costs will vary if above mentioned estimates differ and will be adjusted accordingly.

(n) **If the issuer has revalued any of its assets, the name, qualification and experiences of the valuer and there as on for the revaluation, showing the value of the assets prior to the revaluation separately for each asset revalued in a manner which shall facilitate comparison between the historical value and the amount after revaluation and giving a summary of the valuation report along with basis of pricing and certificates required under the revaluation guideline of the Commission;**

M.L. Dyeing Limited has not made any revaluation of its asset.

(o) **Where the issuer is a holding or subsidiary company, full disclosure about the transactions, including its nature and amount, between the issuer and its subsidiary or holding company, including transactions which had taken place within the last five years of the issuance of the prospectus or since the date of incorporation of the issuer, whichever is later, clearly indicating whether the issuer is a debtor or a creditor;**

The Company has no subsidiary nor it is operated under a holding company. Hence, no transaction has taken place.

(p) **Financial Information of Group Companies and Companies under common ownership by more than 50%: following information for the last three years based on the audited financial statements, in respect of all the group companies of the issuer, wherever applicable, along with significant notes of auditors:**

i. Financial Information of Group Companies:

Particulars	Name of the Companies					
	R.N. Spinning Mills Ltd.			Far Chemical Industries Ltd.		
(1) Date of Incorporation	04-04-2004			22-03-2007		
(2) Nature of Business	Acrylic and Cotton Yarn Spinning Mill			Chemical Industry		
	30.06.2017	30.06.2016	31.12.2014	30.06.2017	30.06.2016	30.06.2015
(3) Equity Capital	2,973,824,500	2,478,187,090	2,478,187,090	1,638,568,160	1,365,473,470	1,092,378,780
(4) Reserves	2,764,424,506	2,961,125,208	3,210,883,312	859,044,368	907,807,220	836,390,809
(5) Sales	3,283,934,508	3,529,403,478	3,083,741,731	1,436,569,686	1,492,738,046	1,308,365,030
(6) Profit after Tax	298,936,708	(249,758,104)	408,720,939	292,605,512	344,511,101	298,461,130
(7) Earnings Per Share & Diluted Earnings Per Share	1.01	(1.01)	1.65	1.79	2.52	2.73
(8) Net Asset Value	21.31	24.37	25.45	15.24	16.65	17.66
(9) The highest and lowest market price of shares during the preceding six months with disclosures for changes in capital structure during the period, if any securities of the group are listed with any exchange	Listed withDSE & CSE			Listed with DSE & CSE		
	Highest market price	Lowest market price		Highest market price	Lowest market price	
	Tk. 25.60	Tk. 20.80		Tk. 27.90	Tk. 24.20	
	Capital structure has been changed over the years due to paying of stock dividend					
(10) Information regarding significant adverse factors relating to the group	N/A					
(11) Any of the group companies has become sick or is under winding up	N/A					

12) The related business transactions within the group and their significance on the financial performance of the issuer;

There were no related business transactions within the group, which have significance on the financial performance of the issuer except the following transaction:

Amount in Taka

Particulars	Relationship	Nature of Transaction	30-06-2017	30-06-2016	30-06-2015	30-06-2014	30-06-2013
R.N. Spinning Mills ltd.	Common Management & Investment	Import	832,542,625	498,754,131	754,186,914	1,405,142,783	1,375,418,623
		Bills payable balance	73,399,403	92,003,545	12,574,691	32,012,548	115,248,760
Far Chemical Industries Ltd.	Common Management	Import	15,241,873	99,256,219	98,542,106	60,459,438	51,876,509
		Bills payable balance	3,745,182	33,542,108	75,396,876	3,268,541	32,301,241

Other than the above, there was no transaction within the group.

13) Sales or purchase between group companies or subsidiaries or associate companies when such sales or purchases exceed in value in the aggregate ten percent of the total sales or purchases of the issuer and also material items of income or expenditure arising out of such transactions

There were no transactions of M.L. Dyeing Limited between group companies or subsidiaries or associate companies, which exceed in value in the aggregate ten percent of the total sales or purchases of the Company except the followings:

Sl.	Year	Name & Address	Type of Raw Material	Total Purchases Amount	% of total Purchase
1	2016-2017	**R. N. Spinning Mills Ltd.** Plot # 100-107 & 127-134 Comilla Export Processing Zone, Comilla, Bangladesh	Yarn	832,542,625	43.35%
2	2015-2016			498,754,131	39.02%
3	2014-2015			754,186,914	75.57%

ii. Companies under common ownership by more than 50%:

Particulars	Name of the Companies	
	Sadman Textile Mills Ltd.	**Better Life Hospital Ltd.**
(1) Date of Incorporation	22-Jun-14	6-Jul-14
(2) Nature of Business	Textile	Hospital
(3) Equity Capital	Tk. 100,000	Tk. 400,000
(4) Reserves (In crore)	Not in commercial operation	
(5) Sales (In crore)		
(6) Profit after Tax (In Crore)		
(7) Earnings Per Share & Diluted Earnings Per Share		
(8) Net Asset Value		
(9) The highest and lowest market price of shares during the preceding six months with disclosures for changes in capital structure during the period, if any securities of the group are listed with any exchange	N/A	
(10) Information regarding significant adverse factors relating to the group	N/A	
(11) Any of the group companies has become sick or is under winding up	N/A	

12) The related business transactions within the group and their significance on the financial performance of the issuer;

There were no related business transactions within the group, which have significance on the financial performance of the issuer.

13) Sales or purchase between group companies or subsidiaries or associate companies when such sales or purchases exceed in value in the aggregate ten per cent of the total sales or purchases of the issuer and also material items of income or expenditure arising out of such transactions

There were no transactions of M.L. Dyeing Limited between group companies or subsidiaries or associate companies, which exceed in value in the aggregate ten percent of the total sales or purchases of the Company.

(q) **Where the issuer is a banking company, insurance company, non-banking financial institution or any other company which is regulated and licensed by another primary regulator, a declaration by the board of directors shall be included in the prospectus stating that all requirements of the relevant laws and regulatory requirements of its primary regulator have been adhered to by the issuer**

Not applicable.

(r) **A report from the auditors regarding any allotment of shares to any person for any consideration otherwise than cash along with relationship of that person with the issuer and rationale of issue price of the shares;**

A REPORT FROM THE AUDITORS REGARDING ANY ALLOTMENT OF SHARES TO ANY PERSON FOR ANY CONSIDERATION OTHERWISE THAN CASH ALONG WITH RELATIONSHIP OF THAT PERSON WITH THE ISSUER AND RATIONALE OF ISSUE PRICE OF THE SHARES

This is to certify that the paid-up capital of **M.L. Dyeing Limited** as of June 30, 2017, was **Tk. 1,404,100,000** divided into 1**40,410,000** Ordinary Shares of **BDT 10.00** each. Details are follows:

Particulars of Allotment	Date of Allotment	Form of Consideration (No. of Shares)				Face Value of Share (Tk.)	Paid-up Capital
		In cash		Other than in cash	Bonus		
		Considering Face Value of Tk.100 each Share	Considering Face Value Tk.10 each Share after split				
1st (subscriber to the Memorandum & Articles of Association at the time of incorporation)	21-Mar-01	1,000	-	-	-	100.00	100,000
2nd	14-Jan-10	998,000	-	-	-	100.00	99,800,000
3rd	2-May-10	-	8,000,000	52,215,000	-	10.00	602,150,000
4th	27-Aug-13	-	-	-	70,205,000	10.00	702,050,000
Total							**1,404,100,000**

The Company has changed the face value of its ordinary share from Tk. 100.00 to Tk. 10.00 by passing a special resolution in its extraordinary general meeting held on 7thMarch, 2010 and necessary amendments in capital clause of the Memorandum and Articles of Association were made accordingly.

We also noted that the Company has issued 52,215,000 shares otherwise than for cash (Capital Machineries) to Lee Jung Kook, shareholder of M.L. Dyeing Limited at a competitive market price and 70,205,000 shares through stock dividend to all existing shareholders and the books of accounts of the Company have been verified and found in order.

Sd/-
Mahfel Huq& Co.
Chartered Accountants

Place: Dhaka
Date: September 18, 2017

(s) **Any material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public**

There is no material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public

(t) **Business strategies and future plans - projected financial statements shall be required only for companies not started commercial operation yet and authenticated by Chairman, two Directors, Managing Director, CFO, and Company Secretary;**

Business Strategies
Business strategies of MLDL are as follows:

1. Using modern machineries and manufacturing technology, quality chemicals, skilled manpower to produce competitive quality products in competitive price.

2. Using standard product delivery channel to reach products customers destination within deadline.

3. Ensuring required safety measures in the factory in order to avoid any accident.

4. Taking necessary precautions to reduce environmental impact to a minimum level.

5. Building sustainable, long term and beneficial professional relationship with our investors, employees, suppliers, service providers, customers and other stakeholders.

Future plans

In persuasion of aforesaid Strategies MLDL and its experienced team have been working insistently keeping in consideration future as well. MLDL has a plan for acquisition of Machineries& Equipmentby using IPO proceeds.

(u) **Discussion on the results of operations:**

1) **A summary of the past financial results after adjustmentsas given in the auditor's report containing significant items of income and expenditure;**

Particulars	For the year				
	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
		Restated			
Non-Current Assets	2,109,992,566	2,223,826,611	2,337,901,538	1,799,128,288	1,823,665,594
Current Assets	1,516,837,529	1,206,414,693	1,376,579,871	1,795,523,697	1,443,887,332
Shareholders' Equity	3,329,479,662	3,107,178,433	3,292,195,233	3,105,368,937	2,535,070,498
Long Term Loan from Bank	-	-	-	112,542,876	207,487,623
Current Liabilities	179,255,158	212,437,439	324,623,521	371,102,379	524,994,805
Sales	2,295,718,352	1,923,513,063	1,712,845,768	2,379,356,874	2,538,284,589
Gross Profit	268,343,131	270,618,232	258,019,615	653,028,007	846,476,222
Net Profit before Tax	256,955,047	200,386,101	217,822,139	663,541,668	790,382,163
Net Profit after Tax	222,203,683	166,102,691	186,684,833	570,292,855	680,842,780

2) **A summary of major items of income and expenditure;**

Major items of income:

Particulars	For the year				
	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
		Restated			
Sales	2,295,718,352	1,923,513,063	1,712,845,768	2,379,356,874	2,538,284,589
Other Income	796,647	740,778	878,754	1,216,305	1,146,604

Major items of Expenditure:

Particulars	For the year				
	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
		Restated			
Cost of Sales	2,027,375,221	1,652,894,831	1,454,826,153	1,726,328,867	1,691,808,367
Operating Expenses	31,141,530	27,364,700	25,204,056	25,003,939	24,180,007
Financial Expenses	7,384,678	16,388,875	27,283,948	46,991,366	94,900,178

3) **The income and sales on account of major products orservices;**

There is only one product of the Company, which contributes in Company's total revenue.

4) **In case, other income constitutes more than 10% of thetotal income, the breakup of the same along with thenature of the income, i.e., recurring or non-recurring;**

The Company's other income is not more than 10% of the total income.

5) **If a material part of the income is dependent upon a single customer or a few major customers, disclosure of this fact along with relevant data. Similarly, if any foreign customer constitutes a significant portion ofthe issuer's business, disclosure of the fact along with its impact on the business considering exchange rate fluctuations;**

The Company's income is not dependent upon a single customer or a few major customers or foreign customer.

6) **In case the issuer has followed any unorthodoxprocedure for recording sales and revenues, its impact shall be analyzed and disclosed.**

The issuer has not followed any unorthodox procedure for recording sales and revenues.

(v) **Comparison of recent financial year with the previous financial years on the major heads of the profit and loss statement, including an analysis of reasons for the changes in significant items of income and expenditure, inter-alia, containing the following:**

Particulars	For the year				
	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
		Restated			
Sales	2,295,718,352	1,923,513,063	1,712,845,768	2,379,356,874	2,538,284,589
Cost of Sales	2,027,375,221	1,652,894,831	1,454,826,153	1,726,328,867	1,691,808,367
Gross Profit	**268,343,131**	**270,618,232**	**258,019,615**	**653,028,007**	**846,476,222**
Operating Expenses	31,141,530	27,364,700	25,204,056	25,003,939	24,180,007
Operating Profit	**237,201,601**	**243,253,532**	**232,815,559**	**628,024,068**	**822,296,215**
Non Operating Expenses	**7,384,678**	**16,388,875**	**27,283,948**	**46,991,366**	**94,900,178**
Financial Expenses	7,384,678	16,388,875	27,283,948	46,991,366	94,900,178
Non Operating Income	**27,138,124**	**(26,478,556)**	**12,290,528**	**82,508,966**	**62,986,126**
Other Income	796,647	740,778	878,754	1,216,305	1,146,604
Share of Profit/(Loss) of associate	26,341,477	(27,219,334)	11,411,774	81,292,661	61,839,522
Net Profit before Tax	**256,955,047**	**200,386,101**	**217,822,139**	**663,541,668**	**790,382,163**
Income tax expenses	**34,751,364**	**34,283,410**	**31,137,306**	**93,248,813**	**109,539,383**
Current Tax	27,281,521	21,320,634	5,077,589	87,611,020	109,539,383
Deferred Tax	7,469,843	12,962,776	26,059,717	5,637,793	-
Net Profit after Tax	**222,203,683**	**166,102,691**	**186,684,833**	**570,292,855**	**680,842,780**
Other Compresive Income	169,327	71,781	166,272	24,809	19,225
Total Compresive Income	**222,373,010**	**166,174,472**	**186,851,105**	**570,317,664**	**680,862,005**
Earnings Per Share (EPS)	1.58	1.18	1.33	4.06	4.85

Analysis of reasons for the changes in significant items of income and expenditure:

In the last few years, production capacity has been increased by installation of new machinery.

1) **Unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.**

   The is no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.

2) **Significant economic changes that materially affect or are likely to affect income from continuing operations;**

   There are no significant economic changes that materially affect or are likely to affect income from continuing operations.

3) **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations;**

   At present, there are no known trends, events and/or uncertainties that shall have a material impact on the company's future business except for those which are naturally beyond control of human being.

   The business operation of the Company may be affected by the following events:
   i. Political unrest
   ii. Natural disaster

4) **Future changes in relationship between costs and revenues, in case of events such as future increase inlabor or material costs or prices that will cause a material change are known;**

   The management is aware of the fact that future is always uncertain that affects business and plan as well. So, in future labor price or material price may change. However, revenue is always adjusted and follows the trend in line with production cost. Hence, any change in cost will be reflected in sales price.

5) **The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices;**

   The management is expecting the increase in net sales or revenue because of sales volume, new product line and sales price. It is forecasted that we will be able to increase our net sales or revenue around 12 percent on an average for the next 3 years.

6) **Total turnover of each major industry segment inwhich the issuer operated;**

Year	Export of RMG (in Million US$)	Total Export (in Million US$)	% of RMG's to total Export	MLDL's Turnover (in Million US$)	% of MLDL's Turnover to Export of RMG
2009-2010	12,496	16,204	77.12%	13.79	0.110%
2010-2011	17,914	22,924	78.15%	24.92	0.139%
2011-2012	19,089	24,287	78.60%	19.14	0.100%
2012-2013	21,515	27,018	79.63%	32.54	0.151%
2013-2014	24,491	30,186	81.13%	30.50	0.125%
2014-2015	25,491	31,208	81.68%	21.96	0.086%
2015-2016	28,094	34,257	82.01%	24.66	0.088%

***Source**: EPB (Export Promotion Bureau)*

Since, there is no direct data of dying industry, wecould not provide any data related to the dying industry.

7) **Status of any publicly announced new products or business segment;**

The Company did not announce new products or business segment.

8) **The extent to which the business is seasonal.**

MLDL supplies its products to its regular buyers, who provide sufficient purchase orders to work throughout the year. As a result, no seasonal aspects adversely affect the business of MLDL.

(w) **Defaults or rescheduling of borrowings with financial institutions or banks, conversion of loans into equity along with reasons thereof, lock out, strikes and reasons for the same etc. during the history of operation of the company;**

The Company did not reschedule of its borrowing with financial institutions or banks.

(x) **Details regarding the changes in the activities of the issuer during the last five years which may had a material effecton the profits or loss, including discontinuance of lines of business, loss of agencies or markets and similar factors;**

There were no changes in the activities of the Company during the last five years and had not any material effect on the profits or loss, including discontinuance of lines of business, loss of agencies or markets and similar factors.

(y) **Injunction or restraining order, if any, with possible implications;**

There was no injunction or restraining order.

(z) **Technology, market, managerial competence and capacity built-up;**
M.L. Dyeing Limited has been using modern machineries and technologies (Cabinet and Spray Hang Yarn Dyeing Machine for dyeing) in order to produce high quality of dyed yarn.

(aa) **Changes in accounting policies in the last three years;**
The management of M.L. Dyeing Ltd. has been decided to change accounting policy for recognition of Investment in Associate during the financial year ended 30.06.2017. Before the year ended 30th June 2017, MLDL has recognized the Investment in Associate in cost method. Now, as per requirement of BAS 28, MLDL decided to recognize Investment in Associate in equity method during the financial year ended 30th June 2017. Retrospective effect of Equity method for Investment in Associate has been given accordingly.

(bb) **Significant developments subsequent to the last financialyear: A statement by the directors whether in their opinion there have arisen any circumstances since the date of the last financial statements as disclosed in the prospectus and which materially and adversely affect or is likely to affect the trading or profitability of the issuer, or the value of its assets, or its ability to pay its liabilities within the next twelve months;**

A statement by the directors:

In our opinion, there have no such circumstances arisen since the date of the last financial statements as disclosed in the prospectus which materially and adversely affect or is likely to affect the trading or profitability of the M.L. Dyeing Limited or the value of its assets, or its ability to pay its liabilities within the next twelve months.

Sd/-
Faiaz Kader
Chairman

Sd/-
Golam Azam Chowdhury
Managing Director & Director
(Representative Director of Rajon Textile Mills Ltd.)

Sd/-
Rezaur Rahman Rajon
Director

Sd/-
Abul Khair Manik
Director
(Representative Director of Total Spinning Mills Ltd.)

Sd/-
Syed Md. Tajon Islam
Independent Director

(cc) **If any quarter of the financial year of the issuer ends after the period ended in the audited financial statements as disclosed in the prospectus, unaudited financial statements for each of the said quartersduly authenticated by the CEO and CFO of the issuer;**

Un-audited half year financial statements December 31, 2017 are as follows:

M. L. DYEING LIMITED
STATEMENT OF FINANCIAL POSITION (UN-AUDITED)
AS AT DECEMBER 31, 2017

Particulars	Amount in Taka		
	31-12-2017	30-06-2017 (Re-stated)	01-07-2016 (Re-stated)
ASSETS			
Non Current Assets			
Property, Plant & Equipment	1,698,580,125	1,752,126,466	1,892,301,988
Investment in Associate Company	370,359,781	357,866,100	331,524,623
Total Non-Current Assets	**2,068,939,905**	**2,109,992,566**	**2,223,826,611**
Current Assets			
Inventories	667,385,735	614,768,683	463,206,216
Trade Receivables	872,942,243	839,444,477	694,212,049
Advance, Deposits and Prepayments	50,557,258	37,217,036	34,898,190
Cash and Cash Equivalents	26,165,092	25,407,333	14,098,238
Total Current Asset	**1,617,050,328**	**1,516,837,529**	**1,206,414,693**
Total Assets	**3,685,990,234**	**3,626,830,095**	**3,430,241,304**
EQUITY AND LIABILITIES			
Capital and Reserves			
Share Capital	1,404,100,000	1,404,100,000	1,404,100,000
Retained Earnings	2,031,620,666	1,925,379,662	1,703,078,433
	3,435,720,666	**3,329,479,662**	**3,107,178,433**
Non-Current Liabilities			
Deferred Tax Liabilites	119,884,914	118,095,275	110,625,432
Total Non-Current Liabilities	**119,884,914**	**118,095,275**	**110,625,432**
Current Liabilities			
Trade Payables	82,321,830	88,769,710	140,328,376
Short term Borrowings	-	31,179,680	31,585,225
Creditors & Accrues	8,494,621	8,551,508	6,585,880
Provision for Income Tax	39,568,202	50,754,260	33,937,958
Total Current Liabilities	**130,384,653**	**179,255,158**	**212,437,439**
Total Current & NonCurrent Liabilities	**250,269,567**	**297,350,433**	**323,062,871**
Total Equity and Liabilities	**3,685,990,233**	**3,626,830,095**	**3,430,241,304**
Net Asset Value Per Share	**24.47**	**23.71**	**22.13**

Sd/-
Chief Financial Officer

Sd/-
Managing Director

M. L. DYEING LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UN-AUDITED)
FOR THE PERIOD ENDED DECEMBER 31, 2017

Particulars	Amount in Taka			
	1-07-2017 to 31-12-2017	1-07-2016 to 31-12-2016	1-10-2017 to 31-12-2017	1-10-2016 to 31-12-2016
Export	1,187,410,260	1,179,054,128	599,991,719	599,212,271
Less: Cost of Export	1,061,796,630	1,038,876,434	536,374,809	530,302,284
Gross Profit	**125,613,630**	**140,177,694**	**63,616,910**	**68,909,987**
Less: Operating Expenses	14,709,707	13,974,368	7,193,233	6,910,158
Operating Income	**110,903,923**	**126,203,326**	**56,423,677**	**61,999,829**
Financial Expenses	1,428,773	4,197,060	-	2,076,542
Net operating Income	**109,475,150**	**122,006,266**	**56,423,677**	**59,923,287**
Add: Other non-operating income	875,755	319,308	500,327	158,787
Add: Share of Profit/Loss of associate	12,493,681	(1,643,419)	4,257,608	7,071,520
Net profit before tax	**122,844,585**	**120,682,155**	**61,181,612**	**67,153,594**
Income Tax Expenses	16,603,581	**18,412,698**	8,567,038	9,206,349
Current Tax	14,813,942	14,695,645	7,720,672	7,347,823
Deferred Tax Income / (Expenses)	1,789,639	3,717,053	846,366	1,858,527
Net Profit after tax	**106,241,004**	**102,269,457**	**52,614,574**	**57,947,245**
Earnings Per Share (EPS)	**0.76**	**0.73**	**0.37**	**0.41**

Sd/-
Chief Financial Officer

Sd/-
Managing Director

M. L. DYEING LIMITED
STATEMENT OF CASH FLOWS (UN-AUDITED)
FOR THE PERIOD ENDED DECEMBER 31, 2017

Particulars	Amount in Taka	
	1-07-2017 to 31-12-2017	1-07-2016 to 31-12-2016
A.Cash Flow From Operating Activities:		
Collection from Customers	1,153,912,494	1,077,751,055
Collection from other non-operating income	875,755	319,308
Cash paid to Suppliers and others	(1,056,613,976)	(1,051,663,442)
Paid for operating Expenses	(13,922,338)	(12,083,140)
Income tax paid	(34,077,387)	(10,612,518)
Net cash flow from Operating activities	**50,174,548**	**3,711,263**
B. Cash Flow From Investing Activities:		
Purchase of Fixed Assets	(16,808,336)	(12,031,315)
Net cash flow from Investing activities	**(16,808,336)**	**(12,031,315)**
C. Cash Flow From Financing Activities:		
Increase/ Decrease in Short term loan from bank	(31,179,680)	5,479,010
Payment for financial Expenses	(1,428,773)	(4,197,060)
Net Cash flow from financing activities	**(32,608,453)**	**1,281,950**
D.Increase/(Decrease) in cash and cash equivalents (A+B+C)	757,759	(7,038,102)
E.Opening cash and cash equivalents	25,407,333	14,098,238
G.Closing cash and cash equivalents (D+E+F)	**26,165,092**	**7,060,136**
Net Operating Cash Flow Per Share	**0.36**	**0.03**

Sd/-
Chief Financial Officer

Sd/-
Managing Director

M. L. DYEING LIMITED
STATEMENT OF CHANGES IN EQUITY (UN-AUDITED)
FOR THE PERIOD ENDED DECEMBER 31, 2017

Particulars	Ordinary Share Capital	Retained Earnings	Total
As at July 01, 2017	1,404,100,000	1,925,379,662	**3,329,479,662**
Net Profit during the year	-	106,241,004	**106,241,004**
Total	**1,404,100,000**	**2,031,620,666**	**3,435,720,666**

M. L. DYEING LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED DECEMBER 31, 2016

Particulars	Ordinary Share Capital	Retained Earnings	Total
As at July 01, 2016	1,404,100,000	1,703,078,433	**3,107,178,433**
Net Profit during the year	-	102,269,457	**102,269,457**
Total	**1,404,100,000**	**1,805,347,890**	**3,209,447,890**

Sd/-
Chief Financial Officer

Sd/-
Managing Director

(dd) **Factors that may affect the results of operations.**

There are no such factors that may affect the results of operations.

CHAPTER (VII): MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

(a) **Overview of business and strategies:**

Overview of business:
M.L. Dyeing Limited (MLDL) is a 100% export oriented dyeing industry in Bangladesh. The principal business of the Company is dyeing all types of yarn for fully export oriented sweater industries in Bangladesh. MLDL has earned reputation as a successful dyeing company over the last few years by manufacturing quality products and achieving satisfactory revenue.

MLDL was incorporated as a Private Limited company on March 21, 2001 under Companies Act 1994 with the Registrar of Joint Stock Companies and Firms, Dhaka, Bangladesh. Subsequently the company converted into a public limited company on June 02, 2010. The Certificate of Incorporation number of MLDL is C-42701(2060)/2001 of 2001. The Company started its commercial operation on July 01, 2002.

Strategies:

1. Using modern machineries and manufacturing technology, quality chemicals, skilled manpower to produce competitive quality products in competitive price.

2. Using standard product delivery channel to reach products customers destination within deadline.

3. Ensuring required safety measures in the factory in order to avoid any accident.

4. Taking necessary precautions to reduce environmental impact to a minimum level.

5. Building sustainable, long term and beneficial professional relationship with our investors, employees, suppliers, service providers, customers and other stakeholders.

(b) **SWOT ANALYSIS:**

Strengths

1. **Strong Management:** The Company has good management to run the company efficiently.

2. **Modern Machineries:** The Company has been using modern machineries that increase productivity.

3. **Research & Development:** In developing new products and process, the Company has strong research team for dyeing and finishing products.

Weaknesses

1. **Human Resources**: Human resources need more skill in order to high productivity.

Opportunity

1. **Government policy favoring the industry:** There is huge employment in Garments and Textile Sector. Hence, the Garments, Textile and backward linkage industries are enjoying special tax rates, Tax holidays and subsidies from the government for the development of this sector.

2. **Easy Bank Loan:** Banks are helpful in providing short term finance so that companies can meet up their working capital.

3. **Tax incentives:** Government is very helpful by providing tax benefit.

4. **Good Demand of the Product:** Since garments and textile sector are flourishing over the years, there is huge volume of orders from export oriented textile industries.

Threat

1. **Intense Competition:** There is rivalry among the competitors to get the market share as maximum as possible.

2. **International Market Demand:** MLDL is 100% deemed exporter and it could be affected due to decrease international market demand.

3. **Lack of Power Supply:** There are power supply shortage in our country. There is lack of availability of gas supply. MLDL's business operation may be affected due to lack of power supply such as gas and electricity.

(c) **Analysis of the financial statements of last five years with reason(s) of fluctuating revenue or sales, other income, total income, cost of material, finance cost, depreciation and amortization expense, other expense; changes of inventories, net profit before and after tax, EPS etc.**

Particulars	For the year				
	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
		Restated			
Revenues	2,295,718,352	1,923,513,063	1,712,845,768	2,379,356,874	2,538,284,589
Other Income	796,647	740,778	878,754	1,216,305	1,146,604
Total Income	**2,296,514,999**	**1,924,253,841**	**1,713,724,522**	**2,380,573,179**	**2,539,431,193**
Cost of Materials	1,785,743,044	1,384,137,723	1,239,221,363	1,551,317,323	1,518,926,519
Financial Expenses	7,384,678	16,388,875	27,283,948	46,991,366	94,900,178
Depreciation Expense	156,421,066	164,572,933	115,995,732	126,268,981	109,006,032
Amortization Expense	-	-	-	-	-
Others Expense	31,141,530	27,364,700	25,204,056	25,003,939	24,180,007
Changes of Inventories	151,562,467	(112,408,882)	(249,310,052)	304,052,945	172,446,382
Net Profit Before Tax	256,955,047	200,386,101	217,822,139	663,541,668	790,382,163
Net Profit After Tax	222,203,683	166,102,691	186,684,833	570,292,855	680,842,780
EPS	1.58	1.18	1.33	4.06	4.85

Reason of Fluctuation:

Revenue:

Period to period revenue have been changed due to the effect of customers' demand, sales price and sales volume.

Other Income:

Other income has been generated from Wastage sale and Dividend Income (2012).

Total Income:

Total Income change in period to period is in line with sales volume.

Cost of Materials:

We think the costs of materials to revenue are consistent over the years.

Finance Cost and Bank Charge:

Due to Repayment of Long Term Loan, financial expenses have reduced.

Depreciation and Amortization:

We have increased our capacity installing new machineries; build up factory building and other assets. So, depreciation has been charged / increased accordingly.

The company did not amortize any of its capital expenditure during the last five years.

Other Expenses:

The company did not incur any other expenses other than regular expenses during the last five years

Changes of inventory:

We have to maintain sufficient amount of inventory in order to meet the sales order.

Net profit before and after Tax and Earnings per Share

Net profit before and after tax changed in the last five years in line with the revenue. No unusual changes have been occurred during the last five years on the above matters.

Earnings per Share are properly calculated through using number of ordinary shares for each year.

(d) **Known trends, demands, commitments, events or uncertainties that are likely to have an effect on the company's business:**

At present, there are no known trends, events and/or uncertainties that shall have a material impact on the company's future business except for those which are naturally beyond control of human being.

The business operation of the Company may be affected by the following events:

i. Political unrest
ii. Natural disaster

(e) **Trends or expected fluctuations in liquidity:**

There are no trends or expected fluctuations in liquidity.

(f) **Off-balance sheet arrangements those have or likely to have a current or future effect on financial condition:**

There are no off-balance sheet arrangements those have or likely to have a current or future effect on financial condition.

CHAPTER (VIII): DIRECTORS AND OFFICERS

(a) **Name, Father's Name, age, Residential address, Educational qualification, experience and position of each director and nominated director with nomination period, organization name:**

SL	Name of Director, Father's Name, Age & Experience		Residential Address	Educational Qualification	Name of theInstitutions andDuration for NominatedDirector
1	**Name:** **Position:** **Father's Name:** **Age:** **Experience:**	**Faiaz Kader** Chairman Abdul Kader Faruk 23 Years 3 Years	House: 22/A Chamelibagh, Shantinagar, Dhaka.	MBA	-
2	**Name:** **Position:** **Father's Name:** **Age:** **Experience:**	**Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)** Managing Director & Director Late Mahabbat Ali Chowdhury 49 Years 17 Years	House No. # 1383/8, Natunbagh, Khilgaon, Dhaka-1219	MA	3 Yrs.
3	**Name:** **Position:** **Father's Name:** **Age:** **Experience:**	**Rezaur Rahman Rajon** Director Abdul Kader Faruk 27 Years 4 Years	House 35/7/A Shantinagar, Dhaka.	MBA	-
4	**Name:** **Position:** **Father's Name:** **Age:** **Experience:**	**Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)** Director Late Fazel Ahmed 50 Years 18 Years	House: G-P-L-41, Madda Badda Hazi Kalim uddin Road, Badda	M.Com	3 Yrs.

5	**Name:** **Position:** **Father's Name:** **Age:** **Experience:**	**Syed Md. Tajon Islam** Independent Director Syed Md. Harun- or- Rashid 35 Years 13 Years	House: 143/B, Khilgaon Chowdhury Para, Khilgaon	MBA	3 Years

(b) **Date of first Directorship and Expiry of Current Tenure of the directors:**

SL.	Name of the Director	Position	Date of first Directorship	Date of Expiration of Current term
1	Faiaz Kader	Chairman	19-Aug-13	16th AGM in 2017
2	Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)	Managing Director & Director	8-Dec-16	17th AGM in 2018
3	Rezaur Rahman Rajon	Director	19-Aug-13	16th AGM in 2017
4	Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	Director	8-Dec-16	17th AGM in 2018
5	Syed Md. Tajon Islam	Independent Director	8-Dec-16	18th AGM in 2019

(c) **Name of Interest and Involvement in other business or organization of directors:**

Sl.	Name	Designation in MLDL	Directorship/Ownership with Other Companies	
			Companies	**Position**
1	Faiaz Kader	Chairman	FAR Chemical Industries Ltd.	Director
			S.F. Textile Industries Ltd.	Chairman
			Better Life Hospital Ltd.	Director
			Sadman Textile Mills Ltd.	Chairman
2	Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)	Managing Director & Director	Nominee Director of S.F. Textile Industries Ltd. & Better Life Hospital Ltd. (Representative of Samin Food & Beverage Industries Ltd.)	Director
			Nominee Director of Total Spinning Mills Ltd. (Representative of FAR Homes Ltd.	Director
3	Rezaur Rahman Rajon	Director	FAR Chemical Industries Ltd.	Director
			S.F. Textile Industries Ltd.	Managing Director
			Better Life Hospital Ltd.	Managing Director
			Total Spinning Mills Ltd.	Director
4	Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	Director	Not involved in other organization	-
5	Syed Md. Tajon Islam	Independent Director	Not involved in other organization	-

(d) **Statement of if any Directors of the issuer are associated with the securities market in any manner and any director of the issuer company is also director of any issuer of other listed securities during last three years with dividend payment history and market performance:**

None of the Directors are involved in securities market and not involved with other listed securities during last three years except followings:

Name of Director	Director of listed securities			
	Companies	Dividend Payment		Closing Price
		Year	Cash/Bonus	
Faiaz Kader	FAR Chemical Industries Ltd.	Jun 30, 2016	20% B, 5% C	28.30
Rezaur Rahman Rajon		Jun 30, 2015	25% B	43.70
		Jun 30, 2014	20% B	43.00 (15.07.14)

(e) **Family relationship (father, mother, spouse, brother, sister, son, daughter, spouse's father, spouse's mother, spouse's brother, spouse's sister) among the directors and top five officers:**

i. Family relationship among directors

SL	Name	Designation	Relationships
1	Faiaz Kader	Chairman	Younger brother of Rezaur Rahman Rajon
2	Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)	Managing Director & Director	No family relationship
3	Rezaur Rahman Rajon	Director	Elder brother ofFaiaz Kader
4	Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	Director	No family relationship
5	Syed Md. Tajon Islam	Independent Director	No family relationship

ii. Family relationship among directors and top five officers of the company:

There is no family relationship exist between directors and top five management officers.

(f) **Brief description of other businesses of the directors:**

Faiaz Kader

Sl. No.	Name of Companies	Date of Incorporation	Nature of Business	Legal Status	Equity capital (Total) in Taka
1	FAR Chemical Industries Ltd.	22-Mar-07	Chemical Industry	Public Limited Company	1,638,568,160
2	S.F. Textile Industries Ltd.	5-Oct-10	Textile	Public Limited Company	1,576,956,300
3	Better Life Hospital Ltd.	6-Jul-14	Hospital	Private Limited Company	400,000
4	Sadman Textile Mills Ltd.	22-Jun-14	Textile	Private Limited Company	100,000

Golam Azam Chowdhury
(Representative Director of Rajon Textile Mills Ltd.)

Sl. No.	Name of Companies	Date of Incorporation	Nature of Business	Legal Status	Equity capital (Total) in Taka
1	S.F. Textile Industries Ltd.	5-Oct-10	Textile	Public Limited Company	1,576,956,300
2	Better Life Hospital Ltd.	6-Jul-14	Hospital	Private Limited Company	400,000
3	Total Spinning Mills Ltd.	2-Aug-06	Textile	Private Limited Company	99,900,000

Rezaur Rahman Rajon

Sl. No.	Name of Companies	Date of Incorporation	Nature of Business	Legal Status	Equity capital (Total) in Taka
1	FAR Chemical Industries Ltd.	22-Mar-07	Chemical Industry	Public Limited Company	1,638,568,160
2	S.F. Textile Industries Ltd.	5-Oct-10	Textile	Public Limited Company	1,576,956,300
3	Better Life Hospital Ltd.	6-Jul-14	Hospital	Private Limited Company	400,000
4	Total Spinning Mills Ltd.	2-Aug-06	Textile	Private Limited Company	99,900,000

Abul Khair Manik
(Representative Director of Total Spinning Mills Ltd.)
Not involved in other business.

Syed Md. Tajon Islam
Not involved in other business.

(g) **Short bio-data of each director:**

Mr. Faiaz Kader, *Chairman*

Faiaz Kader, aged 23 is Chairman of M.L. Dyeing Limited. His permanent & present address: 22/A, Chamillybag, Shantinagar, Dhaka-1217. He was born in the year of 1994. Initially he has involved in their family business as Management Trainee. Gradually he shown his skill and by dint of own power he advanced sufficiently in short of time in the line of Garments and Textiles industry and business activities. By course of time he becomes Chairman with his personal skill, bold leadership, very profound business concept and hard working nature. He is involved in many social activities. He traveled many countries including China, Korea, U.K. and Germany for gaining technical know-how of dyeing industry and latest development of production technology.

Mr. Golam Azam Chowdhury, *Managing Director & Director*
(Representative Director of Rajon Textile Mills Ltd.)

Mr. Golam Azam Chowdhury, aged 49, is the Managing Director of the Company. After completion of his masters' degree, he engaged himself as commercial officer in Garments and textiles industry. During his service career, he plays important roles in different department including commercial, marketing, manufacturing process & total operational process and techniques in garment and textile industry. By the course of time he became an executive of the group of industry with his skill and due leadership behavior. In course of time he became Managing Director of the concern. He is a man of target oriented, problem solving minded and properly equipped with modern tools & technique to challenge business environment and able to attain business object and goal.

Mr. Rezaur Rahman Rajon, *Director*

Mr. Rezaur Rahman Rajon, aged 27 is a Director of M.L. Dyeing Limited. His permanent & present address: House 35/7/A Shantinagar, Dhaka. He was born in a high esteemed Muslim business family in the year of 1990. After completion of MBA he joined M.L. Dyeing Limited as Management Trainee Officer. By the course of time he became Director of the company with his personal skill, due leadership behavior, very profound business concept and very hard-working nature. He is involved in many social activities & related works. He traveled many countries including China, Korea, India and Germany for gaining technical know-how of dyeing industry and latest development of production technology.

Mr. Abul Khair Manik, Director
(Representative Director of Total Spinning Mills Ltd.)

Mr. Abul Khair Manik, aged 50, Director of the company, was born in a well-known business family in 1967. He started business career in their family business after completion of his Masters in Commerce. He became a successful businessman in short of time of his business career with his sincerity, integrity and committed to target. During his tenor of business career, he gained business technique in Yarn Dyeing, Spinning, Garments and Chemical manufacturing and its operating, marketing and controlling systems. He is well traveled for business tour to know international environment of chemical industry.

Mr. Syed Md. Tajon Islam, *Independent Director*

Mr. Tajon Islam, aged 35, is the Independent Director of the Company. After completing MBA, he started his career in a multinational company engaged in Textiles and Garments industry. He is very much technical and efficient operating person in Textiles and Garments industry's manufacturing and marketing through 13 years of his career. He has visited many countries of the world in connection of business and has bagged to his credit a vast experience and Knowledge in modern method, technology, production and Marketing & Management techniques of textiles industries by participating several courses/seminars and visiting similar industrial concerns of the world.

(h) **Loan status of the issuer, its directors and shareholders who hold 10% or more shares in the paid-up capital of the issuer in terms of the CIB Report of Bangladesh Bank:**

Neither the Company nor any of its Directors or shareholders who hold 10% or more shares in the paid-up capital of the issuer is loan defaulter in terms of the CIB report of Bangladesh Bank.

(i) **Name, position, educational qualification, age, date of joining in the company, overall experience (in year), previous employment, salary paid for the financial year of the Chief Executive Officer, Managing Director, Chief Financial Officer, Company Secratery, Advisers, Consultants and all Departmental Heads. If the Chairman, any director or any shareholder received any monthly salary than this information should also be included:**

Sl.	Name	Position	Educational Qualification	Age	Date of Joining	Overall experience	Previous Employment	Salary Paid for the Financial Year
1.	Golam Azam Chowdhury	Managing Director	MA	49	08-Dec-16	17	CW-ARS Sweaters Ltd.	300,000
2.	Topon Kumar Paul	Chief Financial Officer	M.Com, FCMA	47	01-June-10	22	Shifa Group	912,000
3.	A.K.M. Atiqur Rahman	Company Secretary	M.Com	42	06-Mar-05	16	Srout Advertising Ltd.	840,000
4.	Md. Humayun Kabir	Director Marketing	M.Sc	52	21-Mar-01	27	FAR Apparels Ltd.	960,000
5.	Nur Quashem	GM-Factory	MA	51	20-June-09	25	O. S. City Group	780,000
6.	Jogonnath Saha	GM-Commercial	MA	40	01-June-13	14	Ideal Spinning Mills Ltd.	540,000

The Company has no permanent advisor and consultant.

(j) **Changes in the key management persons during the last three years:**

Any change otherwise than by way of retirement in the normal course in the senior key management personnel particularly in charge of production, planning, finance and marketing during the last three years are as follows:

Sl.	Name	Position	Department	Remarks	Date of Joining	Date of Resignation
1	Lee Jung Kook	Managing Director	-	Resigned	03-Jul-2013	08-Dec-2016
2	Golam Azam Chowdhury	Managing Director	-	Newly appointed as Managing Director	08-Dec-2016	-

It appears from above that; turnover of key management personnel is not high compare to the industry.

(k) **A profile of the sponsors including their names, father's names, age, personal addresses, educational qualifications, and experiences in the business, positions or posts held in the past, directorship held, other ventures of each sponsor and present position:**

Name, Father's Name, Age & Personal Address		Educational Qualification	Experience (Years)	Position/Post		Holding in other Venture
				Past	Present	
Name: **Father's Name:** **Age:** **Personal Address:**	**Md. Abdul Kader Faruk** Md. Mustafizur Rahman 57 Years House: 22/A Chamelibagh, Shantinagar, Dhaka.	M.Com.	33 Years	MD	Sponsor Shareholder	R.N. Spinning Mills Limited
Name: **Father's Name:** **Age:** **Personal Address:**	**Mrs. Shirin Faruk** Late Haris Uddin 51 Years House: 22/A Chamelibagh, Shantinagar, Dhaka.	Masters in Arts	21 Years	Sponsor Shareholder	Sponsor Shareholder	R.N. Spinning Mills Limited
Name: **Father's Name:** **Age:** **Personal Address:**	**Al-Haj Mustafizur Rahman** Late Abdul Kader 78 Years House no: 32/6, East Noyatola, Shantinagar, Dhaka.	BA	53 Years	Sponsor Shareholder	Sponsor Shareholder	Not involved in other organization

(l) **If the present directors are not the sponsors and control of the issuer was acquired within five years immediately preceding the date of filing prospectus details regarding the acquisition of control, date of acquisition, terms of acquisition, consideration paid for such acquisition etc.**

Control of directorship were acquired by the Directors as follows:

Name	Acquisition of Control	Date of Acquisition	Terms of Acquisition	Consideration paid for such Acquisition
Faiaz Kader	2-May-10	19-Aug-13	N/A	Cash
Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)	2-May-10	8-Dec-16	N/A	
Rezaur Rahman Rajon	2-May-10	19-Aug-13	N/A	
Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	2-May-10	8-Dec-16	N/A	
Syed Md. Tajon Islam	-	8-Dec-16	-	Appointed as an Independent Director

(m) **If the sponsors or directors do not have experience in the proposed line of business, the fact explaining how the proposed activities would be carried out or managed:**

All the directors have adequate knowledge to carry out this line of business.

(n) **Interest of the key management persons:**

There is no other interest with the key management persons except remuneration received by Golam Azam Chowdhury, Managing Director.

(o) **All interests and facilities enjoyed by a director, whether pecuniary or non-pecuniary:**

Golam Azam Chowdhury, Managing Director receives remuneration and all Directors including Managing Director receive board meeting fees. No other pecuniary or non-pecuniary facilities enjoyed by the directors.

(p) **Number of shares held and percentage of shareholding (pre issue):**

Sl.	Name of Director	Position	Number of Shares Held	% Pre-IPO
1	Faiaz Kader	Chairman	12,980,500	9.24%
2	Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)	Managing Director & Director	6,450,000	4.59%
3	Rezaur Rahman Rajon	Director	10,212,300	7.27%
4	Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	Director	6,820,000	4.86%
5	Syed Md. Tajon Islam	Independent Director	-	0.00%
Total			**36,462,800**	**25.96%**

(q) **Change in board of directors during last three years:**

Sl.	Name of the Directors	Date of Joining	Date of retirement	Present Status as on 30.06.2017
1	Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)	08-Dec-2016	Continuing	Nominee Director & Managing Director
2	Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)			Nominee Director
3	Syed Md. Tajon Islam			Independent Director
4	Lee Jung Kook	03-Jul-2013	08-Dec-2016	Shareholder
5	S.F. Textile Industries Limited	08-Jun-2014		

(r) **Director's engagement with similar business:**

None of the Directors are involve with similar business.

CHAPTER (IX): CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

(a) **TO WHOM IT MAY CONCERN**

This is to certify that the Financial Statements of M.L. Dyeing Limited furnished for our audit does not have any transaction during the last five years, or any proposed transaction, between the issuer and any of the following persons:

(i) Any director or sponsor or executive officer of the issuer;
(ii) Any person holding 5% or more of the outstanding shares of the issuer;
(iii) Any related party or connected person of any of the above persons;

Except the transactions described in the following table:

Amount in Tk.

Particulars	Relationship	Nature of Transaction	30-06-2017	30-06-2016	30-06-2015	30-06-2014	30-06-2013
R.N. Spinning Mills ltd.	Common Management & Investment	Import	832,542,625	498,754,131	754,186,914	1,405,142,783	1,375,418,623
		Bills payable balance	73,399,403	92,003,545	12,574,691	32,012,548	115,248,760
Far Chemical Industries Ltd.	Common Management	Import	15,241,873	99,256,219	98,542,106	60,459,438	51,876,509
		Bills payable balance	3,745,182	33,542,108	75,396,876	3,268,541	32,301,241
Lee Jung Kook	Director & Managing Director	Director Remuneration	141,667	300,000	300,000	300,000	-
		Board Meeting Fees	300	1,500	1,200	1,200	600
Mr. Abul Khair Manik (Representive of Total Spinning Mills Ltd	Director	Board Meeting Fees	600	-	-	-	-
Mr. Syed Md. Tajon Islam	Director	Board Meeting Fees	600	-	-	-	-
Mr.Rezaur Rahman Rajon	Director & Managing Director	Director Remuneration	-	-	-	-	300,000
		Board Meeting Fees	1,500	1,200	1,200	600	1,200
Al-Haj Mustafizur Rahman	Director	Board Meeting Fees	-	-	-	-	900
Mr.Faiaz Kader	Director	Board Meeting Fees	1,500	1,500	900	1,200	1,200
Mr.Abid Mustafizur Rahman	Director	Board Meeting Fees					600
Mr.Golam Azam Chowdhury	Director & Managing Director	Director Remuneration	158,333	-	-	-	-
		Board Meeting Fees	1,500	1,500	1,200	600	-

Time duration of Managing Directors of the above-mentioned table is as follows:

Name	Designation	Date of Joining	Resignation
Mr. Rezaur Rahman Rajon	Director & Managing Director	06-Jul-2012	03-Jul-2013
Lee Jung Kook	Director & Managing Director	03-Jul-2013	08-Dec-2016
Mr. Golam Azam Chowdhury	Director & Managing Director	08-Dec-2016	-

Equity Participation

M. L. Dyeing Limited has share investment in R.N Spinning Mills limited for 20,420,000 ordinary shares of Tk.10/- each (at par) amounting Tk. 204,200,000. Carrying value of the Investment as on June 30, 2017 stood at Tk. 357, 866,100 for no. of 26,204,520 ordinary shares being 8.8117% of total ordinary shares of R.N. Spinning Mills Ltd.

Sd/-
Mahfel Huq& Co.
Chartered Accountants

Place: Dhaka;
Date: March 01, 2018

(b) **Any transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus;**

There is no transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus except the transaction mentioned in CHAPTER (IX) (a).

(c) **Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the prospectus, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan. and present outstanding of such loan.**

No such loan was taken or given from or to Directors or any person connected with the Directors of M.L. Dyeing Limited.

CHAPTER (X): EXECUTIVE COMPENSATION

(a) The total amount of remuneration or salary or perquisites paid to the top five salaried officers of the issuer in the last accounting year and the name and designation of each such officer:

SL	Name	Designation	Remuneration or Salaries (Tk.)
			For the year ended 30.06.2017
1	Md. Humayun Kabir	Director Marketing	960,000
2	Topon Kumar Paul	Chief Financial Officer	912,000
3	A.K.M. Atiqur Rahman	Company Secretary	840,000
4	Nur Quashem	GM-Factory	780,000
5	Jogonnath Saha	GM-Commercial	540,000

(b) Aggregate amount of remuneration paid to all directors and officers as a group during the last accounting year:

SL.	Particuars	Nature of Transaction	Amount (in Taka)
			For the year ended 30.06.2017
1	Managing Director	Remuneration	300,000
2	Directors	Board Meeting Fee	6,000
3	Officers and staffs	Salary and Allowances	54,397,994

(c) If any shareholder director received any monthly salary or perquisite or benefit it must be mentioned along with date of approval in AGM or EGM, terms thereof and payments made during the last accounting year:

Mr. Golam Azam Chowdhury, Managing Director is receiving Tk. 300,000.00 per year for his services rendered to the Company.The above said remuneration was approved in the Statutory General Meeting dated May 15, 2001.

(d) The board meeting attendance fees received by the director including the managing director along with date of approval in AGM or EGM:

The board meeting attendance fees received by the director including the managing directorwhich was approved as per Articles of Association.

(e) Any contract with any director or officer providing for the payment of future compensation:

There is no such contract between the Company and any of directors or officers regarding any future compensation to be made to them.

(f) If the issuer intends to substantially increase the remuneration paid to its directors and officers in the current year, appropriate information regarding thereto:

The Company has no plan for substantially increasing remuneration to its directors and/or officers except for those that are paid as annual increment to their salaries.

(g) Any other benefitor facility provided to the above persons during the last accounting year:

No other benefit or facility provided to the above persons during the last accounting year.

CHAPTER (XI): OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES

M.L. Dyeing Limited did not grant any options to its directors, officers and/or any other employees for the purpose of issuing shares.

CHAPTER (XII): TRANSACTION WITH THE DIRECTORS AND SUBSCRIBERS TO THE MEMORANDUM

(a) The names of the directors and subscribers to the memorandum, the nature and amount of anything of value received or to be received by the issuer from the above persons, or by the said persons, directly or indirectly, from the issuer during the last five years along with the description of assets, services or other consideration received or to be received;

Benefits from the Company during last five years:

The Directors and subscribers to the memorandum of association have not received any benefits except remuneration and board meeting fees received directly or indirectly and share money deposited during the last five years.

(b) If any assets were acquired or to be acquired from the aforesaid persons, the amount paid for such assets and the method used to determine the price shall be mentioned in the prospectus, and if the assets were acquired by the said persons within five years prior to transfer those to the issuer, the acquisition cost thereof paid by them.

Directors and Subscribers' Assets to the Company:

Directors and subscribers to the memorandum have not transferred any asset to the Company in the last five years. Besides, in the last five years the issuer Company has not received any assets or other considerations from its Directors and subscribers to the memorandum except fund against allotment of shares.

CHAPTER (XIII): OWNERSHIP OF THE COMPANY'S SECURITIES

a) The names, addresses, BO ID Number of all shareholders of the company before IPO, indicating the amount of securities owned and the percentage of the securities represented by such ownership:

Sl.	Name of the Shareholders	Position	Address	BO IDs	Number of Shares Held	Pre IPO %
1	Lee Jung Kook	Shareholder	House-288 (3rd Floor), Road No: 4, DOSH, Baridhara, Dhaka	1203060053818021	35,108,352	25.00%
2	Mrs. Shirin Faruk	Sponsor Shareholder	22/A Chamillybag, Shantinagar, Dhaka-1217	1205200033574511	6,950,000	4.95%
3	Rezaur Rahman Rajon	Director	22/A Chamillybag, Shantinagar, Dhaka-1217	1203060048495325	10,212,300	7.27%
4	Faiaz Kader	Chairman	22/A Chamillybag, Shantinagar, Dhaka-1217	1205200048482217	12,980,500	9.24%
5	Abid Mostafizur Rahman	Shareholder	32/6, Noyatola, Moghbazar, Dhaka-1000.	1205200033574496	6,950,000	4.95%
6	Al-Haj Abdul Kader Faruk	Sponsor Shareholder	22/A Chamillybag, Shantinagar, Dhaka-1217	1205200033574501	6,950,000	4.95%
7	Rezwana Rahman Rini	Shareholder	22/A Chamillybag, Shantinagar, Dhaka-1217	1203060053811970	6,000,000	4.27%
8	Al-Haj Mustafizur Rahman	Sponsor Shareholder	22/A Chamillybag, Shantinagar, Dhaka-1217	1205200025103994	8,200	0.01%
9	Abdul Mannan	Shareholder	House # 71, Road # 5, Block # D, Mohanagar Project, Rampura.	1205200061493161	200,000	0.14%
10	Ahmed Tawfiqur Rahman	Shareholder	House # 389, Road #10 Block # D, Bashundhara R/A, Dhaka-1229.	1201960058384794	500,000	0.36%
11	Md. Motiur Rahman	Shareholder	Vill-Bhahadurpur, P.O-Sujabad, P.S-Muladi, Dist-Barishal	1201960042223806	500,000	0.36%
12	Farzana Rahman	Shareholder	2 Dilkusha, C/A, Dhaka	1201960047103154	500,000	0.36%
13	Global Shoes Ltd.	Shareholder	House-127, Road-10, Block-C, Niketon, Gulshan, Dhaka	1201960053332061	1,000,000	0.71%
14	S.F Textile Industries Ltd.	Shareholder	Vill-Kornogok, P.O-Rupshi, P.S-Rupgonj, District-Narayangonj	1205200053811606	9,330,648	6.65%
15	Total Spinning Mills Ltd.	Director	F-11, Road No.-12, Niketon, Gulshan, Dhaka-1212	1205200053811997	6,820,000	4.86%
16	Sadman Textiles Mills Ltd.	Shareholder	A-56, Niketon, Gulshan, Dhaka-1212	1205200064967691	6,950,000	4.95%
17	Rajon Textiles Mills Ltd.	Director	147, Shantinagar, Dhaka-1217	1205200058140128	6,450,000	4.59%

18	Better Life Hospital Ltd.	Shareholder	1, East Rampura, D.I.T. Road, Dhaka-1219	1203610056206308	6,950,000	4.95%
19	Mrs. Kazi Hosnawara	Shareholder	208,Shohid Nazrul Islam Soroni, Bijoynagar, Dhaka	1203060053818046	3,700,000	2.64%
20	Samin Food & Beverage Industries Ltd.	Shareholder	Vill & P.O- Bhabanirpur, P.S-Gazipur Sadar, Dist-Gazipur	1201830058428990	6,950,000	4.95%
21	A.B.M. Tanvir Hossain	Shareholder	Metronet (BD) Ltd., PBU Tower (13th Floor), Gulshan-2, Dhaka	1202830052911741	700,000	0.50%
22	Ruhul Kuddus Saikat	Shareholder	5A, House-33, Road-3, Block-D,Banasree, Rampura, Dhaka	1202830052864026	300,000	0.21%
23	Mohammad Maruf Bin Wali	Shareholder	Waliullah Saheber Bari Bahirtengra, Sharulia, Dhaka	1202830048269324	300,000	0.21%
24	Shafiul Azam	Shareholder	House/Holding-97, Vill/Road-Donia, Rasulpur, Dhaka	1202830053832101	600,000	0.43%
25	Howa Nur Begum	Shareholder	Vill-Bhahadurpur, P.O-Sujabad, P.S-Muladi, Dist-Barishal	1201960054792971	100,000	0.07%
26	Md. Shamsul Haque	Shareholder	House- 50, Road-1, Sector-9, Uttara, Dhaka-1230	1201690000776633	200,000	0.14%
27	Nazma Rahman	Shareholder	House-48, Road-4/A, Dhanmondi, Dhaka- 1209	1202210064479240	500,000	0.36%
28	Mohammad Obaidul Karim	Shareholder	House-12, Road-18, Block-J, Banani, Dhaka-1213	1202610034182432	500,000	0.36%
29	Shaheen Siddique	Shareholder	House-122/2, Road-1, DOHS, Baridhara, Dhaka- 1206	1201890019678489	500,000	0.36%
30	Md. Shafiqur Rahman	Shareholder	House-287/4, Apt-A4, Road-07, Cantonment Bazar, Dhaka Cantonment, Dhaka- 1206	1202140062153110	200,000	0.14%
31	Md. Abdul Quyum Mamun	Shareholder	237-238, Malibag Bazar, Shantinagar, Dhaka-1217	1205000033574488	500,000	0.36%
32	Md. Abdul Quddus Amin	Shareholder	32/6, East Noyatola, Shantinagar, Dhaka-1217	1205000053774966	500,000	0.36%
33	Abdul Mabut Masum	Shareholder	1 East Rampura, D.I.T. Road, Dhaka-1219	1205000016657425	500,000	0.36%
			Total		**140,410,000**	**100.00%**

b) There shall also be a table showing the name and address, age, experience, BO ID Number, TIN number, numbers of shares held including percentage, position held in other companies of all the directors before the public issue:

SL	Name of Director, Address, Age & Experience		No. of Share	%	Position held in Other Organization	
				Pre-IPO	Other Organization	Position
1	**Name:** **Address:** **Age:** **Experience:** **BO ID No.:** **TIN No.:**	**Faiaz Kader** *Chairman* House: 22/A Chamelibagh, Shantinagar, Dhaka. 23 Years 3 Years 1205200048482217 177548532818	12,980,500	9.24%	FAR Chemical Industries Ltd. S.F. Textile Industries Ltd. Better Life Hospital Ltd. Sadman Textile Mills Ltd.	Director Chairman Director Chairman
2	**Name:** **Address:** **Age:** **Experience:** **BO ID No.:** **TIN No.:**	**Golam Azam Chowdhury** **(Representative Director of Rajon Textile Mills Ltd.)** *Managing Director & Director* House No. # 1383/8, Natunbagh, Khilgaon, Dhaka-1219 49 Years 17 Years 1205200058140128 150336995301	6,450,000	4.59%	Nominee Director of S.F. Textile Industries Ltd. & Better Life Hospital Ltd. (Representative of Samin Food & Beverage Industries Ltd.) Nominee Director of Total Spinning Mills Ltd. (Representative of FAR Homes Ltd.	Director Director

3	**Name:** **Address:** **Age:** **Experience:** **BO ID No.:** **TIN No.:**	**Rezaur Rahman Rajon** *Director* House 35/7/A Shantinagar, Dhaka. 27 Years 4 Years 1203060048495325 288158880742	10,212,300	7.27%	FAR Chemical Industries Ltd. S.F. Textile Industries Ltd. Better Life Hospital Ltd. Total Spinning Mills Ltd.	Director Managing Director Managing Director Director
4	**Name:** **Address:** **Age:** **Experience:** **BO ID No.:** **TIN No.:**	**Abul Khair Manik** **(Representative Director of Total Spinning Mills Ltd.)** *Director* House: G-P-L-41, Madda Badda Hazi Kalim uddin Road, Badda 50 Years 18 Years 1205200053811997 343845467706	6,820,000	4.86%	Not involved in other organization	-
5	**Name:** **Address:** **Age:** **Experience:** **BO ID No.:** **TIN No.:**	**Syed Md. Tajon Islam** *Independent Director* House: 143/B, Khilgaon Chowdhury Para, Khilgaon 35 Years 13 Years - 828713790370	-	0.00%	Not involved in other organization	-

c) The average cost of acquisition of equity shares by the directors certified by the auditors:

To Whom It May Concern

M.L. Dyeing Limited has been allotted in face value & in cash and the average cost of acquisition of equity by the directors is Tk. 10.00 each. Necessary particulars of shareholdings, allotment date and consideration are given below:

Date	Allotment/ Transfer	Faiaz Kader	Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)	Rezaur Rahman Rajon	Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	Syed Md. Tajon Islam	Consideration	Face value of Share (Tk.)
		Chairman	Managing Director & Director	Director	Director	Independent Director		
20-Dec-11	Transfer	3,510,250	-	2,106,150	-	-	Cash	10.00
5-Jul-13	Transfer	3,780,000	-	3,000,000	-	-	Cash	10.00
27-Aug-13	Allotment	7,290,250	-	5,106,150	-	-	Bonus	10.00
8-Jun-14	Transfer	-	6,450,000	-	6,820,000	-	Cash	10.00
18-Apr-18	Transfer	(1,600,000)	-	-	-	-	Cash	10.00
Total		**12,980,500**	**6,450,000**	**10,212,300**	**6,820,000**	**-**		

The Company split its share from Tk. 100.00 to Tk. 10.00 on March 7, 2010.

Sd/-
Mahfel Huq& Co.
Chartered Accountants

Place: Dhaka
Dated: April 19, 2018

d) A detail description of capital built up in respect of shareholding (name-wise) of the issuer's sponsors/ directors. In this connection, a statement to be included: -

Faiaz Kader
Chairman

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre-issue paid up capital	% Post issue paid up capital	Sources of fund
20-Dec-11	Cash	Ordinary Share	3,510,250	10.00	10.00	3,510,250	9.24%	8.09%	Own Source
5-Jul-13	Cash		3,780,000	10.00	10.00	7,290,250			
27-Aug-13	Bonus		7,290,250	10.00	10.00	14,580,500			
18-Apr-18	Cash		(1,600,000)	10.00	10.00	12,980,500			

Golam Azam Chowdhury
(Representative Director of Rajon Textile Mills Ltd.)
Managing Director & Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre-issue paid up capital	% Post issue paid up capital	Sources of fund
8-Jun-14	Cash	Ordinary Share	6,450,000	10.00	10.00	6,450,000	4.59%	4.02%	Own Source

Rezaur Rahman Rajon
Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre-issue paid up capital	% Post issue paid up capital	Sources of fund
20-Dec-11	Cash	Ordinary Share	2,106,150	10.00	10.00	2,106,150	7.27%	6.37%	Own Source
5-Jul-13	Cash		3,000,000	10.00	10.00	5,106,150			
27-Aug-13	Bonus		5,106,150	10.00	10.00	10,212,300			

Abul Khair Manik
(Representative Director of Total Spinning Mills Ltd.)
Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre-issue paid up capital	% Post issue paid up capital	Sources of fund
8-Jun-14	Cash	Ordinary Share	6,820,000	10.00	10.00	6,820,000	4.86%	4.25%	Own Source

Syed Md. Tajon Islam
Independent Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre-issue paid up capital	% Post issue paid up capital	Sources of fund
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Alhaj Abdul Kader Faruk
Sponsor Shareholder

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre-issue paid up capital	% Post issue paid up capital	Sources of fund
21-Mar-01	Cash	Ordinary Share	950	100.00	100.00	950	4.95%	4.33%	Own Source
1-Feb-09	Cash		(830)	100.00	100.00	120			
3-Nov-09	Cash		(70)	100.00	100.00	50			
2-May-10	Cash		200,000	10.00	10.00	200,500			
4-Apr-11	Cash		(1,000)	10.00	10.00	199,500			
20-Dec-11	Cash		18,524,174	10.00	10.00	18,723,674			
27-Aug-13	Bonus		18,723,674	10.00	10.00	37,447,348			
9-Mar-14	Cash		(2,700,000)	10.00	10.00	34,747,348			
25-May-14	Cash		(500,000)	10.00	10.00	34,247,348			
8-Jun-14	Cash		(27,297,348)	10.00	10.00	6,950,000			

Alhaj Mustafizur Rahman
Sponsor Shareholder

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre-issue paid up capital	% Post issue paid up capital	Sources of fund
21-Mar-01	Cash	Ordinary Share	30	100.00	100.00	30	0.01%	0.01%	Own Source
1-Feb-09	Cash		40	100.00	100.00	70			
3-Nov-09	Cash		(40)	100.00	100.00	30			
20-Dec-11	Cash		1,403,800	10.00	10.00	1,404,100			
27-Aug-13	Bonus		1,404,100	10.00	10.00	2,808,200			
18-Apr-18	Cash		(2,800,000)	10.00	10.00	8,200			

Mrs. Shirin Faruk
Sponsor Shareholder

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre-issue paid up capital	% Post issue paid up capital	Sources of fund
21-Mar-01	Cash	Ordinary Share	20	100.00	100.00	20	4.95%	4.33%	Own Source
1-Feb-09	Cash		790	100.00	100.00	810			
3-Nov-09	Cash		(790)	100.00	100.00	20			
20-Dec-11	Cash		7,020,300	10.00	10.00	7,020,500			
5-Jul-13	Cash		5,000,000	10.00	10.00	12,020,500			
27-Aug-13	Bonus		12,020,500	10.00	10.00	24,041,000			
8-Jun-14	Cash		(17,091,000)	10.00	10.00	6,950,000			

e) Detail of shares issued by the company at a price lower than the issue price:

All the shares are issued by the Company at face value of Tk. 10.00 before this issue.

f) History of significant (5% or more) changes in ownership of securities from inception:

Date of Allotment/Transfer	Lee Jung Kook	Rezaur Rahman Rajon	Faiaz Kader	S.F Textile Industries Ltd.
	No. of Share			
2-May-10	52,215,000	-	-	-
20-Dec-11	(34,660,824)	2,106,150	3,510,250	-
5-Jul-13	-	3,000,000	3,780,000	-
27-Aug-13	17,554,176	5,106,150	7,290,250	-
25-May-14	-	-	-	500,000
8-Jun-14	-	-	-	8,830,648
14-Jun-17	(200,000)	-	-	-
18-Apr-18	200,000	-	(1,600,000)	-
Total	**35,108,352**	**10,212,300**	**12,980,500**	**9,330,648**

CHAPTER (XIV): CORPORATE GOVERNANCE

a) Management disclosure regarding compliance with the requirements of Corporate Governance Guidelines of the Bangladesh Securities and Exchange Commission (BSEC);

The Company declares that it has been complied with the requirements of the applicable regulations of Corporate Governance Guidelines of Bangladesh Securities and Exchange Commission (BSEC) and accordingly constitutes several committees under the board for good governance. A certificate of compliance from competent authority has been incorporated accordingly.

Sd/-
Golam Azam Chowdhury
Managing Director

b) A compliance report of Corporate Governance requirements certified by competent authority;

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

TO THE SHAREHOLDERS OF

M.L. DYEINGLIMITED

We have examined the compliance to the BSEC guidelines on Corporate Governance by **M.L. Dyeing Limited** forthe financial year ended on 30th June 2017, these guidelines relate to the Notification no. SEC/CMRRCD/2006-158/134/Admin/44 dated 7 August 2012, as amended vide notification dated 21 July 2013 and 18 August 2013 of Bangladesh Securities and Exchange Commission (BSEC) on Corporate Governance.

Such compliance to the codes of Corporate Governance is the responsibility of the company. Our examination for the purpose of issuing this certificate was limited to the procedures including implementation thereof as adopted by the Company for ensuring the compliance on the attached statement on the basis of evidence gathered and representation received.

In our opinion and to the best of our information and according to the explanations provided to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned guidelines is issued by BSEC except approval of appointment of Independent Director by the board of Directors, which shall be placed for approval in the upcoming AGM.

For Podder & Associates

Sd/-
Jayanta Kumer Podder Date: 16 Sep 2017
Cost and Management Accountants Place: Dhaka, Bangladesh

M.L. Dyeing Limited

Status of Compliance with the Corporate Gevernance Guideline (CGC)

For the period ended on 30th June 2017

Status of compliance with the condition imposed by the Commission's Notification No. letter SEC/CMRRCD/2006-158/134/Admin/44, dated 07 August, 2012 issued under section 2CC of the Securities and Exchange Ordinance, 1969

(Report under Condition No. 7.00)

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
1	**Board of Directors**			
1.1	**Boards size**			
	The number of the board members of the company shall not be less than 5 (five) and more than 20 (twenty).	✓		
1.2	**Independent Directors**			
(i)	At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors.	✓		Independent Director has been appointment on dated 08.12.2016
(ii)	***For the purpose of this clause 'Independent directors' means a director-***			
a)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	✓		
b)	Who is not a sponsor of the company and is not connected with the company's any sponsor or director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship. His/her family members also should not hold above mentioned shares in the company:	✓		
c)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies;	✓		
d)	Who is not a member, director. or officer of any stock exchange;	✓		
e)	Who is not a shareholder, director or officer of any member of stock exchange or an intermediary of the capital market;	✓		
f)	Who is not a partner or an executive or was not a Partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm;	✓		
g)	Who shall not be an independent director in more than 3 (three) listed companies;	✓		
h)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank Financial Institution (NBFI);	✓		
i)	Who has not been convicted for a criminal offence involving moral turpitude.	✓		
(iii)	The independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).		✓	Independent director has been appointed by the board of directors and to be placed before the shareholders for approval in the next AGM
(iv)	The post of independent director(s) can not remain vacant for more than 90(ninety) days.	✓		
(v)	The Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded.	✓		

(vi)	The tenure of office of an independent director shall be for a period of 3(three) years, which may be extended for 1(one) term only.	✓		
1.3	***Qualification of Independent Director (ID)***			
(i)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	✓		
(ii)	The person should be a Business Leader/ Corporate Leader/ Bureaucrat/University Teacher with Economics or Business Studies or Law background/Professionals like Chartered Accountants, Cost & Management Accountants, and Chartered Secretaries. The independent director must have a least 12(twelve) years of corporate management /professional experiences.	✓		
(iii)	In special cases the above qualifications may be relaxed subject to prior approval of the Commission.	✓		No such Incidence arose
1.4	***Chairman of the Board and Chief Executive Officer***			
(i)	The position of the chairman of the Board and the Chief Executive Officer of the companies shall be filled by different individuals. The chairman of the company shall be elected from among the directors of the company. The Board of Directors shall clearly define respective roles and responsibilities of the chairman and the chief executive officer.	✓		
1.5	***Directors Report to the Shareholders***			
(i)	Industry outlook and possible future developments in the industry.	✓		
(ii)	Segment-wise or product-wise performance	✓		
(iii)	Risks and concerns.	✓		
(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	✓		
(v)	Discussion on continuity of any Extra-Ordinary gain or loss.			No such Incidence arose
(vi)	Basis for related party transactions-a statement of all related party transactions should be disclosed in the annual report.	✓		
(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments.			No such matter to explain
(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IP0), Repeat Public Offering (RPO). Rights Offer, Direct Listing, etc.			No such Incidence arose
(ix)	If significant variance occurs between Quarterly Financial Performance and Annual Financial Statements the management shall explain about the variance on their Annual Report.			No such matter to explain
(x)	Remuneration to directors including independent directors.	✓		Independent Directors have not received any remuneration
(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	✓		

(xii)	Proper books of account of the issuer company have been maintained.	✓		
(xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	✓		
(xiv)	International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/International Financial Reporting Standard (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.	✓		
(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	✓		
(xvi)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considerer to be a going concern, the fact along with reasons thereof should be disclosed.	✓		
(xvii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.			No such matter to explain
(xviii)	Key operating and financial data of at least preceding 5 (five) years shall be summarized.	✓		
(xix)	if the issuer company has not declared dividend(cash or stock) for the year, the reasons thereof shall be given.	✓		Business Growth & Re-Investment
(xx)	The number of Board meetings held during the year and attendance by each director shall be disclosed.	✓		
(xxi)	The Pattern of shareholding shall be reported to disclose the aggregate number of shares (along with name wise details where stated below) held by:			
(xxi) a)	Parent/Subsidiary/Associated Companies and other related parties (name wise details);	✓		
(xxi) b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name wise details);	✓		
(xxi) c)	Executives;	✓		
(xxi) d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details).	✓		
(xxii)	***In case of the appointment/re-appointment of a director the company shall disclose the following information to the shareholders:***			
(xxii) a)	a brief resume of the director	✓		
(xxii) b)	nature of his/her expertise in specific functional areas;	✓		
(xxii) c)	Names of companies in which the person also holds the directorship and the membership of committees of the board.	✓		

2.0	***Chief Financial Officer (CFO), Head of Internal Audit and Company Secretary (CS)***			
2.1	**Appointment**			
	The company shall Appoint a Chief Financial Officer (CFO), a Head of Internal Audit (Internal Control and Compliance) and a Company Secretary (CS). The Board of Directors should clearly define respective roles,responsibilites and duties of the CFO, the Head of internal Audit and the CS.	✓		
2.2	**Requirement to attend the Board Meetings**			
	The CFO and the Company Secretary of the companies shall attend the meetings of the Board of Directors, provided that the CFO and/or the Company Secretary shall not attend such part of a meeting of the Board of Directors which involves consideration of an agenda item relating to their personal matters.	✓		
3.0	***Audit Committee***			
(i)	The company shall have an Audit Committee as a sub-committee of the Board of Directors.	✓		
(ii)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business.	✓		
(iii)	The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall he clearly set forth in writing	✓		
3.1	Constitution of the Audit Committee			
(i)	The Audit Committee shall be composed of at least 3 (three) members.	✓		
(ii)	The Board of Directors shall appoint members of the audit committee who shall be directors of the company and shall include at least 1 (one) independent director.	✓		
(iii)	All members of the audit committee should be "financially literate" and at least I (one) member shall have accounting or related financial management experience,	✓		
(iv)	When the term of service of the Committee members expires or there is any circumstance causing any Committee member to be unable to hold office until expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board of Directors shall appoint the new Committee member(s) to fill up the vacancy(ies) immediately or not later than 1 (one) month from the date of vacancy(ies) in the Committee to ensure continuity of the performance of work of the Audit Committee.			No such Incidence arose
(v)	The company secretary shall act as the secretary of the Committee.	✓		
(vi)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		

3.2	Chairman of the Audit Committee			
(i)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairman of the Audit Committee, who shall be an independent director.	✓		
(ii)	Chairman of the Audit Committee shall remain present in the Annual General Meeting (AGM).	✓		
3.3	Role of Audit Committee			
(i)	Oversee the financial reporting process.	✓		
(ii)	Monitor choice of accounting policies and principles.	✓		
(iii)	Monitor Internal Control Risk management process.	✓		
(iv)	Oversee hiring and performance of external auditors.	✓		
(v)	Review along with the management, the annual financial, statements before submission to the board for approval.	✓		
(vi)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval.	✓		
(vii)	Review the adequacy of internal audit function.	✓		
(viii)	Review statement of significant 'related party transactions submitted by the management.	✓		
(ix)	Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors.	✓		
(x)	When money is raised through Initial Public Offering (IPO)/Repeat Public Offering (RPO)/Rights Issue the company shall disclose to the Audit Committee about the uses/applications of funds by major category (capital expenditure, sales and marketing expenses, working capital, etc), on a quarterly basis, as a part of their quarterly declaration of financial results. Further, on an annual basis, the company shall prepare a statement of funds utilized for the purposes other than those stated in the offer document/prospectus.			No such Incidence arose
3.4	**Reporting of Audit Committee**			
(i)	The Audit Committee shall report on its activities to the Board of Directors.	✓		
(ii)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:-			
3.4.1 (ii) a)	report on conflicts of interests;			No such Incidence arose
b)	suspected or presumed fraud or irregularity or material defect in the internal control system;			No such Incidence arose
c)	suspected infringement of laws, including securities related laws, rules and regulations;			No such Incidence arose
d)	any other matter which shall be disclosed to the Board of Directors immediately.			No such Incidence arose
3.4.2	**Reporting to the Authorities**			
	If the Audit Committee has reported to the Board of Directors about anything which has material impact on the financial condition and results of operation andhas discussed			No such reportable incidence arose

	with the Board of Directors and the management that anyrectification is necessary and if the Audit Committee finds that such rectificationhas been unreasonably ignored, the Audit Committee shall report such finding tothe Commission, upon reporting of such matters to the Board of Directors for three times or completion of a period of 6 (six) months from the date of first reporting to the Board of Directors, whichever is earlier.			
3.5	**Reporting to the Shareholders and General Investors**			
	Report on activities carried out by the Audit Committee, including any report made to the Board of Directors under condition 3.4.1 (ii) above during the year, shall be signed by the Chairman of the Audit Committee and disclosed in the annual report of the issuer company.	✓		
4	**External/ Statutory Auditors**			
The issuer company should not engage its external/statutory auditors to perform the following services of the company; namely:-				
(i)	Appraisal or valuation services or fairness opinions.	✓		
(ii)	Financial information system design and implementation	✓		
(iii)	Book-keeping or other services related to the accounting records or financial statement	✓		
(iv)	Broker –dealer services	✓		
(v)	Actuarial services	✓		
(vi)	Internal audit services	✓		
(vii)	Any other services that the audit committee determines.	✓		
(viii)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company.	✓		
(ix)	Audit/ Certifiaction services on compliance of corporate governance as required under clause (i) of condition o. 7	✓		
5	Subsidiary Company			
(i)	Provisions relating to the composition of the Board of Directors of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company.			Not Applicable
(ii)	At least 1 (one) independent director of the Board of Directors of the holding company shall be a director on the Board of Directors of the subsidiary company.			Not Applicable
(iii)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.			Not Applicable
(iv)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also.			Not Applicable
(v)	The. Audit Committee of the holding company shall also review the financial statements, in particular, the investments made by the subsidiary company.			Not Applicable

6.0	***Duties of Chief Executive Officer (CEO) and Chief Financial Officer(CFO)***			
	The CEO and CFO shall certify to the Board that:-			
(i)	They have reviewed financial statements for the year and that to the best of their knowledge and belief:	✓		
a)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	✓		
b)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.	✓		
(ii)	There are, to the best of knowledge and belief, no transactions entered into by the company diving the year which are fraudulent illegal or violation of the company's code of conduct.	✓		
7.0	***Reporting and Compliance of Corporate Governance***			
(i)	The company shall obtain a certificate from a practicing Professional Accountant/Secretary (Chartered Accountant/Cost and Management Accountant/Chartered Secretary) regarding compliance of conditions of Corporate Governance Guidelines of the Commission and shall send the same to the shareholders along with the Annual Report on a yearly basis.	✓		
(ii)	The directors of the company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied with these conditions.	✓		

c) Details relating to the issuer's audit committee and remuneration committee, including the names of committee members and a summary of the terms of reference under which the committees operate.

The name of audit committee members and remuneration committee members are as follows:

Audit Committee Members Name	Remuneration Committee Members Name
• Syed Md. Tajon Islam (Independent Director) Chairman of the Committee • Rezaur Rahman Rajon, Director • Abul Khair Manik, (Representative Director of Total Spinning Mills Ltd.) • A.K.M. Atiqur Rahman, Company Secretary	• Faiaz Kader -Chairman of the Committee • Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.) • Syed Md. Tajon Islam (Independent Director) • Topon Kumar Paul, Chief Financial Officer • A.K.M. Atiqur Rahman, Company Secretary

The terms of reference of the audit committee has been agreed upon as follows:

- To review all internal and external audit report.
- To recommend the statutory annual audited financial statements to the Board of Directors for approval.
- To review the finding of the internal and external auditors.
- To review and approve the Annual "Audit Plan" of the Internal Audit Department.
- To monitor the implementation of the recommendations of the Internal and External auditors.
- To review the performance of the external auditors and make recommendations to the Board regarding their appointment and fees.
- To review the quarterly, half yearly and annual financial statements before submission to the Board, focusing particularly on.
- To review the company's statement on internal control systems prior to endorsement by the Board.
- The company secretary shall be the secretary of the audit committee.
- To monitor choice of accounting policies and principles.
- To monitor internal control risk management process.
- To review the statement of related party transaction.
- To review the management letter issued by external auditor.

The terms of reference of the remuneration committee has been agreed upon as follows:

- To assist the Board in developing and administering a fair and transparent procedure for setting policy on the remuneration of directors and senior management of the Company
- Determining the remuneration packages
- Review the Annual Confidential Report (ACR) of senior management of the company
- Review and oversee the Company's overall human resources strategy.

CHAPTER (XV): VALUATION REPORT OF SECURITIES PREPARED BY THE ISSUE MANAGERS

The valuation report of securities offered is prepared and justified by the issue managers (NBL Capital & Equity Management Limited and Rupali Investment Limited) on the basis of the financial and all other information pertinent to the Issue.

Qualitative and Quantitative factors for Valuation:

Qualitative Justification:

1. **Strong Management:** The Company has good management to run the company efficiently.

2. **Modern Machineries:** The Company has been using modern machineries that increase productivity.

3. **Research & Development:** In developing new products and process, the Company has strong research team for dyeing and finishing products.

Quantitative Justification:

The issue price at Tk. 10.00 each is justified as details below:

Particulars	Amount (in Tk.)
Method 1: Net Asset Value (NAV) per share/Equity based valuation	
Net Asset Value per share (without revaluation reserve)	23.71
Method 2: Historical Earnings based valuation	
Earnings based Value per share based on Overall Market P/E	38.66
Method 3: Average market price of similar stock based valuation	23.10

Method 1: Share price on Net Asset Value (NAV)/Equity based valuation

Net Asset Value per share (without revaluation reserve)

Sl. No.	Particulars	Amount (in Tk.)
a)	Share Capital	1,404,100,000
b)	Other Comprehensive Income	169,327
c)	Retained Earnings	1,925,210,335
Total Shareholders' Equity (A)		**3,329,479,662**
Number of Share Outstanding as on 30 June, 2017 (B)		140,410,000
Net Asset Value per share (without revaluation reserve) as per Audit Report as on 30 June, 2017 (A/B)		**23.71**

Method 2: Historical Earnings based value per share

Earnings based Value per share based on Overall Market P/E

Year	No. of Share	Net Profit after Tax	Weight (%)	Weighted Average Net Profit after Tax
30-Jun-13	70,205,000	680,842,780	0.1111	75,649,198
30-Jun-14	140,410,000	570,292,855	0.2222	126,731,746
30-Jun-15	140,410,000	186,684,833	0.2222	41,485,518
30-Jun-16	140,410,000	166,102,691	0.2222	36,911,709
30-Jun-17	140,410,000	222,203,683	0.2222	49,378,596
Total	**631,845,000**	**1,826,126,842**	**1.0000**	**330,156,767**
Weighted Average Net Profit after Tax				**330,156,767**
No. of shares outstanding before IPO				140,410,000
Weighted Average Earnings per share				2.35
DSE Textile Sector average P/E of 3 months from Jan-Mar, 2018				16.44
Earnings based Value per share				**38.66**

Calculation of Textile Sector/Overall Market Average P/E:

Particulars	Jan-18	Feb-18	Mar-18	Average
Sectoral Market P/E (Textile)	17.61	16.97	16.02	16.87
Overall Market P/E	17.18	16.47	15.67	16.44

Lesser of 16.87 & 16.44 is 16.44

Source: DSE Monthly Review.

Method 3: Average market price of similar stock based valuation

Month end close price						
Sl.	**Date**	**Tung Hai Knitting & Dyeing Limited**	**Dragon Sweater and Spinning Limited**	**Anlimayarn Dyeing Limited**	**Nurani Dyeing & Sweater Limited**	**Shepherd Industries Limited**
1	31-May-17	15.70	20.40	29.60	-	38.70
2	29-Jun-17	15.50	21.50	31.80	22.20	39.70
3	31-Jul-17	17.00	23.40	34.90	23.20	41.40
4	31-Aug-17	17.30	22.30	39.00	22.80	40.90
5	28-Sep-17	15.00	19.80	34.70	20.60	37.40
6	31-Oct-17	13.40	19.90	30.00	19.60	34.20
7	30-Nov-17	12.80	18.30	31.70	19.90	32.00
8	28-Dec-17	10.20	17.10	31.50	18.70	28.50
9	31-Jan-18	9.20	19.20	30.50	17.70	27.90
10	28-Feb-18	9.60	19.40	30.70	17.00	25.30
11	29-Mar-17	8.90	19.60	30.40	14.80	25.00
12	30-Apr-18	8.50	20.60	28.90	15.20	25.20
Average Price		**12.76**	**20.13**	**31.98**	**17.64**	**33.02**
Average Price of these 5 (Five) Stocks						**23.10**
Source: DSE Monthly Review.						

Average market price of similar stock based valuation (Assumption)

1. The average month end close price of the peer Company from May 2017 to Apr 2018 is considered.
2. Nurani Dyeing & Sweater Limited started its trading on June 01, 2017.

Rationale for choosing these 5 Companies:
There are forty-eight textile companies listed in the capital market. Among the forty-eight companies MLDL has taken five companies because MLDL's product mix matches to these five companies.

The management of the Company in consultation with the Issue Manager has set the issue price at Tk. 10.00 each at par value.

CHAPTER (XVI): DEBT SECURITIES

The Company has not issued or is planning to issue any debt security within six months.

CHAPTER (XVII): PARTIES INVOLVED AND THEIR RESPONSIBILITIES

Parties involve with MLDL		Responsibilities
(a) Issue Manager(s)	(1) NBL Capital & Equity Management Limited; (2) Rupali Investment Limited.	The Issue Managers are responsible to comply with all the requirements as per Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015 including preparation and disclosures made in the prospectus and use of the public issue proceeds by the issuer.
(b) Underwriters	(1) NBL Capital & Equity Management Limited; (2) Rupali Investment Limited; (3) BMSL Investment Limited; (4) Citizen Securities & Investment Limited.	The Underwriter(s) is responsible to underwrite the public offering on a firm- commitment basis as per requirement of Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015. In case of under- subscription in any category by up to 35% in an initial public offer, the unsubscribed portion of securities shall be taken up by the underwriter(s)
(a) Statutory Auditors	**Mahfel Huq& Co.** Chartered Accountants	Auditor's responsibility is to express an opinion on the financial statements based on their audit. An Auditor will conduct the audit in accordance with Bangladesh Standards on Auditing (BSA) is responsible for obtaining reasonable assurance that the financial statements taken as a whole are free from material misstatement, whether caused by fraud and error. Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the BSAs.
(b) Cost Auditor	No	N/A
(c) Valuer	No	N/A
(d) Credit Rating Company	No	N/A

CHAPTER (XVIII): MATERIAL CONTRACTS

The following are material contracts in the ordinary course of business, which have been entered into by the Company:
(a) Major agreements entered into by the issuer:

1. Underwriting Agreements between the Company and the Underwriter(s);
2. Issue Management Agreement between the Company and the Manager(s) to the issue: NBL Capital & Equity Management Limited and Rupali Investment Limited.

Copies of the aforementioned contracts and documents and a copy of Memorandum of Association and Articles of Association of the Company and the Consent Letter from the Bangladesh Securities and Exchange Commission may be inspected, on any working day during office hours at the Registered Office of the Company and the Manager(s) to the Issue.

(b) Material parts of the agreements:

Contract	Material parts of the agreements	
Issue Management Agreement with NBL Capital & Equity Management Limited and Rupali Investment Limited	**Signing Date**	September 19, 2017
	Tenure	This Agreement shall be valid until completion of subscription of shares and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement
	Principal Terms and Condition	**1. ISSUE MANAGERS** 1.1 Subject to the terms and conditions hereunder, the ISSUER upon undertaking the PUBLIC ISSUE shall engage the ISSUE MANAGERS for rendering the services to be performed under this agreement. 1.2 That the ISSUE MANAGERS shall act as the Manager to the Issue and render financial consultancy services to the PUBLIC ISSUE as described hereunder in Clause 2. **2. SCOPE OF SERVICES** The scope of the services to be rendered by the Issue Manager to the Issuer under this agreement shall be as detailed hereunder: 2.1 CONSULTANCY SERVICES i. Capital Structuring of the Public Issue ii. Advice for documentation and preparation of related papers iii. Liaisons with other financiers like Banks/Institutions etc. iv. Advice for making necessary amendments in the memorandum and Articles of Association if needed before going for Public Issue.

		2.2 ISSUE MANAGEMENT SERVICES 2.2.1 Regulatory compliance i. Review the documents related to submission of prospectus ii. Preparation of Prospectus iii. Incorporation of modification suggested by the BSEC iv. Preparation of all necessary papers and deeds for submission to the BSEC for making the Public Issue effective v. Follow up with BSEC vi. Selection of main Banker in consultation with the Issuer vii. Obtaining approval from the BSEC viii. Filing of the BSEC approved prospectus with Register of Joint Stock Companies and Firms (RJSC). 2.2.2 Underwriting Co-operation i. Placing of underwriting proposals to the potential underwriters ii. Co-ordination with the Underwriters iii. Documentation/Preparation of underwriting agreement etc. 2.2.3 After consent tasks i. Filing of application for listing on Dhaka Stock Exchange Ltd. (DSE) & Chittagong Stock Exchange Ltd. (CSE) ii. Reply of the query, if any iii. Monitoring of distribution of prospectus and form to banks and members of DSE and CSE iv. Monitoring of subscription v. Monitoring of compliance issues. 2.3 The Issue Manager's take such steps as are necessary to ensure completion of allotment and dispatch of letters of allotment and refund warrants to the applicants according to the basis of allotment approved by the Bangladesh Securities and Exchange Commission. The Issuer undertakes to bear all expenses relevant to the share application processing, allotment and dispatch of letters of allotment and refund warrant. The Issuer shall also bear all expenses related to printing and issuance of share certificate and connected govt. stamps and hologram expenses.

		2.4 The Issue Manager's will also monitor & co-ordinate the post issue work as required by the Issuer. 2.5 Notwithstanding the above, if any other services required but not listed herein above for the effective Public Issue shall be performed by the same.

Contract	Material parts of the agreements	
Underwriting Agreements with (1) NBL Capital & Equity Management Limited; (2) Rupali Investment Limited; (3) BMSL Investment Limited; (4) Citizen Securities & Investment Limited.	**Signing Date**	September 26, 2017
	Tenure	This Agreement shall be valid until completion of subscription of shares and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement
	Principal Terms and Condition	The Company has already issued 140,410,000 Ordinary Shares of BDT 10 each. The Company has now decided to raise fund BDT 200,000,000.00 through Initial Public Offering (IPO) (hereinafter called the Public Offer) under Fixed Price Method. As per guideline of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, at least 35% of the total amount raised i.e. 7,000,000 Ordinary Shares of BDT 10.00 per share totaling BDT 70,000,000.00 shall have to be underwritten on a firm commitment basis by the underwriters, subject to the terms stated bellow: The IPO shall stand cancelled and the application money shall be refunded immediately (but not later than 10 (ten) working days after receiving verification report from CDBL and the information from exchanges to the effect) if any of the following events occur: a. Upon The IPO shall stand cancelled in case of under-subscription in any categories above 35%. 1.01 The Company shall make the Public Offering of 20,000,000 ordinary shares of BDT 10.00 at par totaling BDT 200,000,000.00 through Initial Public Offering (IPO) as provided in this Agreement. 1.02 The Underwriter shall underwrite 3,000,000 Ordinary Shares of BDT 10.00 per share totaling BDT 30,000,000.00 on a firm commitment basis. This commitment is irrevocable and unequivocal.

		1.03 In case of under-subscription in any category by up to 35% in an Initial Public Offer, the undersubscribed portion of securities shall be taken up by the underwriter. 2.05 If and to the extent that the shares offered to the public by a prospectus authorized hereunder shall not have been subscribed and paid for in cash in full by the Closing Date of subscription, the Company shall within 10 (Ten) days of the closure of subscription call upon the underwriter in writing with a copy of the said writing to the Bangladesh Securities and Exchange Commission, to subscribe the shares not subscribed by the closing date and to pay for in cash in full, inclusive of any premium if applicable, for such unsubscribed shares within 15 (Fifteen) days after being called upon to do so. If payment is made by Cheque/Bank Draft by the underwriter it will be deemed that the underwriter has not fulfilled his obligation towards his underwriting commitment under this Agreement, until such time as the Cheque/Bank Draft has been encashed and the Company's account credited. In any case within 7 (seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and payment by the underwriter to the Commission. In the case of failure by the underwriter to pay for the shares under the terms mentioned above, the said underwriter will not be eligible to underwrite any issue, until such time as he fulfils his underwriting commitment under this Agreement and also other penalties as may be determined by the Commission may be imposed. In the case of failure by the underwriter to pay for the shares within the stipulated time, the Company/issuer will be under no obligation to pay any underwriting commission under this Agreement. In the case of failure by the Company to call upon the underwriter for the aforementioned purpose within the stipulated time, the Company and its Directors shall individually and collectively be held responsible

		for the consequences and/or penalties as determined by the Bangladesh Securities and Exchange Commission under the law.

(c) Fees Payable to different parties:

Name of the Parties	Role	Fees Payable	
(1) NBL Capital & Equity Management Limited; (2) Rupali Investment Limited; (3) BMSL Investment Limited; (4) Citizen Securities & Investment Limited.	Underwriters	The Company shall pay to the underwriters an underwriting commission at the rate of 0.50% on 35% of the Total IPO amount (i.e. Tk.350,000.00)	
NBL Capital & Equity Management Limited and Rupali Investment Limited.	Issue Managers	**Particulars**	**Fees Amount in BDT**
		NBL Capital & Equity Management Limited	10,00,000.00
		Rupali Investment Limited.	10,00,000.00
		Total	**20,00,000.00**

CHAPTER (XIX): LITIGATIONS, FINE OR PENALTY

(a) **The following outstanding litigations against the issuer or any of its directors and fine or penalty imposed by any authority:**

The issuer or any of its directors was not involved in any of the following type of legal proceedings mentioned below;

(i) Litigation involving Civil Laws: No Litigation

(ii) Litigation involving Criminal Laws

The Issuer i.e., M. L. Dyeing Limited is one of the Directors of R. N. Spinning Mills Ltd. In the year 2012, the BSEC conducted an enquiry regarding the Right Issue of R. N. Spinning Mills ltd. and found that the said company has committed criminal offence. Thereafter, the BSEC filed a case being No. Motijheel Police Station case No. 18 dated 10/10/2012, corresponding to G. R. No. 628 of 2012, against the sponsors, directors and the then Company Secretary of the said company. After taking cognizance, the learned Court passed order for investigating into the matter by the CID. The CID submitted a final Report after investigation. The BSEC filed Naraji petition before the Court against the Final Report. The Court allowed the said petition of the BSEC and ordered for further investigation that has been stayed by the Hon'ble High Court Division.

(iii) Litigation involving Securities, Finance and Economic Laws

(1) In the matter of Right Issue of R.N. Spinning Mills Ltd., Bangladesh Securities And Exchange Commission (BSEC) imposed penalties of on Md. Abdul Kader Faruk, Mr. Kim Jung Suk, Mrs. Shirin Faruk and R.N. Spinning Mills Ltd. Tk. 25,00,000/-, Tk. 25,00,000/-, Tk. 12,50,000/- and Tk. 10,00,000/- respectively which have already been paid as well as corresponding matters have been resolved.

(2) M.L. Dyeing Ltd. and FAR Chemical Industries Ltd. has common management. Bangladesh Securities And Exchange Commission (BSEC) imposed penalties of Tk. 5,00,000/- upon FAR Chemical Industries Ltd. on 31.12.2014 for non-disclosure of pending criminal proceeding against Mr. Kim Jung Suk and Mr. Abid Mustafizur Rahman in connection to Right Issue matter of R.N. Spinning Mills Ltd. in its prospectus. FAR Chemical Industries Ltd. accordingly paid the penalties to BSEC and the matter now have been resolved.

(iv) Litigation involving Labor Laws: No Litigation

(v) Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes/duties): No Litigation

(vi) Litigation involving any other Laws: No Litigation

(b) **Outstanding cases filed by the Company or any of its directors:**

(i) **Litigation involving Civil Laws:** No cases filed by the company or any of its directors.

(ii) **Litigation involving Criminal Laws:** No cases filed by the company or any of its directors.

(iii) **Litigation involving Securities, Finance and Economic Laws:** No cases filed by the company or any of its directors.

(iv) **Litigation involving Labor Laws:** No cases filed by the company or any of its directors.

(v) **Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes/duties):** No cases filed by the company or any of its directors.

(vi) **Litigation involving any other Laws:** No cases filed by the company or any of its directors.

CHAPTER (XX): RISK FACTORS AND MANAGEMENT'S PERCEPTIONS ABOUT THE RISKS

(i) Internal risk factors may include, among others:

a) **Credit Risk:** This is the risk of default on a debt that may arise because of default by the borrower to pay the loan. In operating any business there is always credit risk lies in the business. As there is always lending and borrowing between parties in the form of money and goods.

***Management Perception**: Our management has strong credit policy in place. Regarding credit sales, company try to ensure credit policy so that operating cycle can be efficient. As a backward linkage industry, there is 90-120 days deferred sales that is guaranteed by L/C.*

b) **Liquidity Risk:** The risk that a company may be unable to meet short term financial demands. This usually occurs due to the inability to convert its current assets to cash without a loss of capital or income. Liquidity is a common phenomenon of the business.

Management Perception: *M.L. Dyeing Limited is doing its level best to manage working capital management in efficient way to minimize liquidity risk. Management is dealing with accounts payable, inventory and accounts receivable efficiently.*

c) **Risk associated with the issuer's interest in subsidiaries, joint ventures and associates:** If the subsidiaries make loss, it affects parent company's balance sheet. In case of associate, there is chance of decline value of investment in associate company. As for joint venture, A joint venture (JV) is a business arrangement in which two or more parties agree to pool their resources for the purpose of accomplishing a specific task. This task can be a new project or any other business activity. In a joint venture (JV), each of the participants is responsible for profits, losses and costs associated with it.

***Management Perception**: MLDL has no subsidiary and joint venture. MLDL has an investment in associate (R.N. Spinning Mills Ltd.). We believe that in the long run R.N. Spinning Mills Ltd. will do better.*

d) **Significant revenue generated from limited number of customers, losing any one or more of which would have a material adverse effect on the issuer:** There is risk involved in having limited number of customer and losing of that particular customer has negative impact on company's sales and cash flow as well.

***Management Perception**: The Management is always keen to find out new buyers which boost up the sales. The company generates revenues from dyeing yarn against back to back LC. Hence, the company is not dependent on any particular or limited number of customers to operate our business.*

e) **Dependency on a single or few suppliers of raw materials, failure of which may affect production adversely:** There is also risk involved in having limited number of suppliers as well. Single or few suppliers may exploit the company by price hike, untimely delivery and low quality of product.

Management Perception*: MLDL have been operating business efficiently by having a very strong supplier base. Dependency on single or few suppliers like R.N. Spinning Mills Ltd. (43.35%) is not always the real scenario since the company is procuring raw material from different suppliers. Hence, MLDL will be able to procure raw materials from other suppliers.*

f) **More than 20% revenue of the issuer comes from sister concern or associate or subsidiary:** Having 20% revenue generation from sister concern or associate or subsidiary makes issuer dependent on others companies. Hence, there is dependency risk.

Management Perception*: We do not have any sister concerns* and associate or subsidiary wherefrom 20% or more revenue generates.

g) **Negative earnings, negative cash flows from operating activities, declining turnover or profitability, during last five years, if any:** Negative earnings, negative cash flows from operating activities, declining turnover or profitability is the going concern risk for the entity.

Management Perception*: We have been operating our business efficiently. We do not have any negative earning and negative cash flow from operation during last five years. Our turnover has been decreased in the FY 2013-2014 and 2014-2015. It was because of global effect of price fallen. During the time we have diversified our products and increased our production capacity. From the year of 2016, our sales have been in increasing trend.*

h) **Loss making associate/subsidiary/group companies of the issuer:** When associate/subsidiary/group companies of the issuer are loss making, it affect the issuer and there is negative impact on cash flow of issuer and Balance Sheet as well.

Management Perception*: We have investment in R. N. Spinning Mills Ltd. In the financial year 2015-16 R. N. Spinning Mills Ltd. incurred loss. However, in the financial year 2016-17, R. N. Spinning Mills Ltd. generates profit. So, we hope that in future it will be profitable investment.*

i) **Financial weakness and poor performance of the issuer or any of its subsidiary or associates:** Financial weakness and poor performance of the issuer have negative impact on the company. As a result, it will be tough to pay loan interest, debt service and dividend. Future growth will be hampered.

Management Perception*: M.L. Dyeing Limited has been generating mixed sales growth with a good profit performance. It has an investment in associate (R.N. Spinning Mills Ltd.). Though R.N. Spinning Mills Ltd. incurred loss in 2015-2016, now it is generating profit. We believe that R.N. Spinning Mills Ltd. will continue in profit in the long run.*

j) **Decline in value of any investment:** If investment value decline, it will reduce the profit and assets as well.

***Management Perception**: We have an investment in R. N. Spinning Mills Ltd. At present R. N. Spinning Mills Ltd is earning profit. We believe that R.N. Spinning Mills Ltd. will generate profit in the long run and our value of investment will be increasing.*

k) **Risk associated with useful economic life of plant and machinery, if purchased in second hand or reconditioned:** There is obsolescence risk relating to plant and machinery**.** If the machinery is purchased in second hand or reconditioned, there is high risk of repair and maintenance which has impact on profitability of the company.

***Management Perception**: We have been using new branded machineries from commencement of our business.*

l) **Adverse effect on future cash flow if interest free loan given to related party or such loans taken from directors may recall:** It is loan given and taken from related party and directors as well. If company gives such loan without interest to related party, there is interest burden for the company if the money was taken as loan. On the other hand, if such loan is taken from directors, it will have an impact on the cash flow to pay off the loan to the Directors.

***Management Perception**: There is no as such loan given to related party or loan taken from directors.*

m) **Potential conflict of interest, if the sponsors or directors of the issuer are involved with one or more ventures which are in the same line of activity or business as that of the issuer and if any supplier of raw materials or major customer is related to the same sponsors or directors:** In these cases, there is high chance of compromise among the related companies because of conflict of Interest**.**

***Management Perception**: There is common management in our company and our supplying company, i.e. FAR Chemical Industries Limited and R.N. Spinning Mills Ltd. The business activity of them are almost in the same line. However, we always try to make sure the best interest of our company when choosing supplier of raw material and the concerned suppliers are considered usually as applicable to general suppliers.*

n) **Related party transactions entered into by the company those may adversely affect competitive edge:** Related party transaction of the issuer creates conflict of interest which reduces the competitive advantage of the issuer**.**

***Management Perception**: MLDL has made some related party transactions in the normal course of business to get the uninterrupted trustful supply requirement at competitive price. These transactions with related parties were made following commercial terms and conditions. These transactions are managed and accounted efficiently by the management of the Company. From the previous years' experience, management of the Company perceives that related party transactions will not adversely affect competitive edge of the Company.*

o) **Any restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement for debt or preference shares or any restrictive covenants of banks in respect of the loan/ credit limit and other banking facilities:** All information must be known to the potential investor so that investor's interest may not be hampered in future. So, any restrictive covenants, if it goes against potential investors, will make investors in jeopardy.

***Management Perception**: There are no restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement relating to debt or preference shares or any restrictive covenants of Banks in respect of loan or credit limit and other banking facilities.*

p) **Business operations may be adversely affected by strikes, work stoppages or increase in wage demands by employees:** In such case, company's business operation will be hampered**.**

***Management Perception**: We are used to with the political unrest for long time and our business industries are used to dealing with this phenomenon. We provide competitive wages to our workers. In addition, there is government regulation of paying minimum wage. We comply with the rules.*

q) **Seasonality of the business of the issuer:** It is the risk involving that company is not doing business round the year.

***Management Perception**: MLDL is engaged in the business of dyeing of yarn and it is serving the textile industry as a backward linkage industry. As a deemed exporter, we have to supply dyeing yarn round the year. Hence, there is no adverse effect of seasonality in this regard.*

r) **Expiry of any revenue generating contract that may adversely affect the business:** This is the risk of losing customers affecting future sales.

***Management Perception**: We do not have any revenue generating contract that may adversely affect the business.*

s) **Excessive dependence on debt financing which may adversely affect the cash flow:** Excessive dependence on debt causes huge interest burden of the company and high risk of insolvency that may result in bankruptcy**.**

***Management Perception**: We have short-term bank loan for working capital. We don't have any long-term debt.*

t) **Excessive dependence on any key management personnel absence of whom may have adverse effect on the issuer's business performance:** Excessive dependence on key management affects the business if the management is changed in future, which will create vacuum. Besides, if the key management personnel is of bad intention, excessive dependence will also affect the business.

***Management Perception**: Corporate Governance is well practiced in our company. We have also well placed organogram in our company. Hence, any change in the key management can be replaced with other persons.*

u) **Enforcement of contingent liabilities which may adversely affect financial condition:** It is the future burden of liabilities that the investors will take on their shoulders**.** Contingent liabilities reduced the assets or create obligation to pay the liabilities.

Management Perception*: We do not have any contingent liabilities which may adversely affect financial condition.*

v) **Insurance coverage not adequately protect against certain risks of damages:** Insurance ensures and protects to deal with uncertainty of future material loss/damage**.** So, insurance coverage is important for the business.

Management Perception*: We have fire insurance is in place to protect any potential damage of our machineries, inventories and factory building as well.*

w) **Absence of assurance that directors will continue its engagement with Company after expiry of lock in period:** Directors run the company with the accumulated finance from public and other financing source. If directors discontinue running the business, there will be negative impact on business and share price as well.

Management Perception*: All directors of the Company have ensured that that they will continue their engagement after expiry of lock in period.*

x) **Ability to pay any dividends in future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditure:** Dividend payment is highly dependent on company's ability to generate profit. If company cannot earn good amount of profit from operation, it is unlikely to pay dividend.

Management Perception*: We have been earning profit and a profitable entity. We believe that we will be able to pay dividend from our earnings.*

y) **History of non-operation, if any and short operational history of the issuer and lack of adequate background and experience of the sponsors:** If there is any non-operation of the company, it creates negative impression**.** Apart from this, short operation history indicates company is gathering knowledge and expertise to be competitive in the market.

Management Perception*: MLDL has been operating its business till to date since commercial operation. Management of MLDL is very experienced and professional and they are trying to make the company more efficient.*

z) **Risks related to engagement in new type of business, if any:** If it is new business**,** there is risk of viability of the new business.

Management Perception*: There is no as such risk as we are not engaged in any new type of business.*

aa) **Risk in investing the securities being offered with comparison to other available investment options:** If the issue price goes down after floating, there is investment risk for the potential investors.

Management Perception*: We are profitable entity and our business growth will continue in longer period. It is not risky in investing securities in comparison with other available investment option.*

bb) **Any penalty or action taken by any regulatory authorities for non-compliance with provisions of any law:** *It creates a negative impression on the issuer.*

Management Perception*: There are no as such issues arisen in the history of our company.*

cc) **Litigations against the issuer for Tax and VAT related matters and other government claims, along with the disclosures of amount, period for which such demands or claims are outstanding, financial implications and the status of the case:** *It creates a negative impression on the issuer.*

Management Perception*: We did not have any litigation relating to Tax, VAT or other government claims against of our company.*

dd) **Registered office or factory building or place of operation is not owned by the issuer:** Factory building should be owned by the company**.** Otherwise, there is risk of hike in factory rent in the years to come and threat of shifting the factory as well.

Management Perception*: Our registered office and factory building is situated at Vill: Zamirdia, 10 Hobirbari, Bhaluka, Mymensingh, Bangladesh which is owned by the company. Our Corporate office is located at Niketon, Gulshan-1, Dhaka. The corporate office is rented.*

ee) **Lack of renewal of existing regulatory permissions/licenses:** In this case company is not following the law to renew its all licenses.

Management Perception*: Bonded Warhouse license was expired on 27.03.2018. Hence, M.L. Dyeing Ltd. will not get bonded Warhouse faciliites for the time being.In this regard the company applied for license renewal and the company has not recived Bonded Warhouse license renewal yet. The compay will get the license renewal very soon.*

ff) **Failure in holding AGM or declaring dividend or payment of interest by any listed securities of the issuer or any of its subsidiaries or associates:** Failure in holding AGM or declaring dividend indicates the lack of compliance to the regulatory rules. Failure of payment of interest indicate the poor cash generation to the company to pay interest and debt service. The overall impression will be negative for the company.

Management Perception*: There is no incident of failure in holding AGM or declaring dividend or payment of interest by the issuers.*

gg) **Issuances of securities at lower than the IPO offer price within one year:** The management ultimate goal is to maximize the wealth of the company. If share price goes up, it maximizes wealth of the company. On the other hand, if share price goes down, it minimizes the wealth of the company.

Management Perception*: M.L. Dyeing Ltd. is a profitable entity. It has potentiality to grow in future. We do not have issued securities at lower than IPO offer price within one year. We believe that our securities price will not be lower than the IPO offer price within one year.*

hh) **Refusal of application for public issue of any securities of the issuer or any of its subsidiaries or associates at any time by the Commission:** If any refusal happened in the above cases, it will create negative impression to the issuer**.**

Management Perception*: We applied for Initial Public Offering on June 09, 2011. In response to our application for IPO, BSEC in its letter no SEC/CI/IPO/-152/551 dated July 31, 2011 informed us that BSEC is not in a position to give consent because of raising paid-up capital of Tk. 60,21,50,000.00 without consent of BSEC. However, in our subsequent correspondences concerning raising paid-up capital, BSEC accorded its consent (Post-facto approval) for the raising paid-up capital.*

Second time it happened on 14th March 2017 due to non-compliance of BAS-8, BAS-28, BAS-34 and involvement of Directors in other companies and not incorporating the first-time refusal in the draft prospectus. However, now Management of MLDL has already fulfilled the above non-compliances, and will ensure future compliances duly.

(ii) External risk factors may include among others:

a) **Interest Rate Risks:** When interest rate fluctuates, it causes interest risk. Companies who have debt financing are exposed to this risk highly.

Management Perception*: Management of MLDL always emphasizes to manage its finance to an optimum capital structure of the company so that the cost of capital & debt remains minimum. The management always prefers to take loan with reasonable competitive rate. At present MLDL has no long-term debt. We have only short-term bank loan for working capital.*

b) **Exchange Rate Risks:** Foreign exchange risk, also known as FX risk or currency risk is a financial risk that exists when a financial transaction is denominated in a currency other than that of the base currency of the company. This risk arises when investment's value changed due to the changes in currency exchange rates.

Management Perception*: MLDL settles its foreign transaction through US Dollars in case of both export and import. While the value of functional currency fluctuates, the loss or gain on currency fluctuation for export automatically offset against the loss or gain on currency fluctuation for import.*

c) **Industry Risks:** Industry risk is related with the factors affecting the company such as Raw Material, labor, demand of the product, government policy to the sector, competitor's rivalry.

Management Perception*: M.L. Dyeing is aware of the above fact. Industry risk is inherent in any kind of business. At the moment industry is favoring for operating business.*

d) **Economic and Political risks:**

Economic risks:

This risk can be described as the likelihood that an investment will be affected by macroeconomic conditions such as government regulation, exchange rates, or political stability. In other words, while financing a project, the risk that the output of the project will not produce adequate revenues for covering operating costs and repaying the debt obligations. In a nutshell, economic risk refers to the risk that a venture will be economically unsustainable due to various reasons.

***Management Perception**: Bangladesh economy is booming for last few years. Bangladesh economy is enjoying 7% economic growth and expected economic growth by the government is 7.5%. As a result, huge development work is underway by the govt. Hence, huge expensive infrastructure has been under construction that will create employment and per capita income is going up as well. As economy is expanding, so is our business viability and profitability.*

Political risks: Bangladesh experienced with political unrest for over the years. Political instability hampers the smooth operation of business.

***Management Perception**: Now-a-days calm and serene atmosphere is prevailing in our country. There is no political chaos as was at the beginning of 2014. Government is industry friendly and trying to make it favorable in its level best to boost up economic activities in the country.*

e) **Market and Technology-related Risks;**

Market risks: M.L. Dyeing Limited is operating in a free market economy regime. The company might have to face stiff competition from its competitors.

***Management perception**: Market risk dealt efficiently by the experienced management of MLDL.*

Technology-related risks: Technology always plays a vital role for each and every type of business. Innovation of new and cost effective technology can increase productivity and reduce costs of production. On the other hand, obsolete technology may have a negative impact on the business.

***Management perception**: Because of nature of the business MLDL applies the latest technology in dyeing process in the production. The machineries and equipment of the company are also the latest invention in the sector which is imported from renowned manufacturers in the world.*

f) **Potential or existing government regulations:** Potential or existing Govt. regulations may hamper the smooth operation of the industry.

***Management perception**: We are the backward linkage industry of RMG. At present our garments sector earns 80% of our export. Hence, Government regulations are mostly investment-friendly for RMG sector.*

g) **Potential or existing changes in global or national policies:** Policies from govt has a positive or negative impact on any company along with existing changes in globally.

***Management perception**: Nowadays global and national policies do not change without prior notice. For potential changes in policies, local and global leaders consider different issues including industries opinion. We are optimistic that if any policies change unpredictably, we can improvise with new policies without hampering our smooth operation.*

h) **Statutory clearances and approvals those are yet to be received by the issuer:** Statutory clearance and approval is imperative for any business to start off. There are many statutory clearances and approvals need by the regulatory authority in order to be monitored, controlled and guided.

***Management Perception**: M.L. Dyeing Limited has been running its business for 15 years. We have collected all the statutory clearance to operate our business. Hence, there are no as such risks for our Company.*

i) **Competitive condition of the business:** M.L. Dyeing Limited is operating in a free market economy. The company has to face stiff competition from its competitors.

***Management Perception**: M.L. Dyeing Limited has been in the market for 15 years. We are doing our level best to be competitive with our competitors. Hence, there is always check and balance existed among the rivalry companies.*

j) **Complementary and supplementary products/services which may have an impact on business of the issuer:** Supplementary goods or services that are used in conjunction with another goods or services. Usually, the supplementary goods have no value when consumed alone, but when combined with another goods or services, it adds to the overall value of the offering. A product can be considered a supplementary when it shares a beneficial relationship with another product offering. Complementary goods are two goods that are used together. For example, if we have a car, we also need petrol to run the car. Complementary goods have a negative cross elasticity of demand. For instance, when price of petrol goes up, demand for petrol and cars goes down.

***Management Perception**: The Company has not faced any challenges relating to supplementary and complementary products and Management are concerned with the issue. In future, if necessary, management may diversify the product to be competitive over the competitors.*

(iii) Other risk factors:

a) **Risk related to Corporate Office:** Company's corporate office is rented at residential area at House# 11, Road # 12, Niketon, Gulshan-1, Dhaka-1212. When the rental contract will be cancelled, disagreed or matured and no further contract agreed, the corporate office of the Company will require to be shifted to other place.

***Management Perception**: Our Corporate office is situated at residential area at House# 11, Road # 12, Niketon, Gulshan-1, Dhaka-1212 which is rented. Our factory, production plant and registered office is situated at Bhaluka, Mymensing which is owned by company. Company's core business activities have been operated through its factory office. Before maturity of the contract for present corporate office, company will consider the office and agreement renewable considering at best for our business. So, there is no business risk for rented corporate office.*

b) **Risk related to change in management without prior approval of bank:** There is banking risk for impacting any change in management or board of the company without prior approval of Islami Bank Bangladesh Ltd. (IBBL) because we are committed by loan agreement with IBBL that prior approval will be taken.

***Management Perception**: We have loan agreement with IBBL by agreeing that before change management of the company, if necessary, prior approval from IBBL will be taken. As we are committed with the IBBL, we will follow every of the related process accordingly, if require, along with the approval from board, shareholders and related regulatory authorities. Moreover, we have no plan to change our management in near future.*

c) **Risk related to disruption of gas supply:** MLDL meets the requirement of GAS from Titas Gas Supply and Distribution Limited. Titas Gas Supply and Distribution Limited supplies 700,000m3 gas per month for the project. There is a risk of shortage or disruption of gas supply from Titas Gas Supply and Distribution Limited. In case of shortage of natural gas, MLDL have 3 gas generators to support efficient gas to boilers without any disruption to the production.

***Management Perception**: Power supply conditions are much better in our country. Initiative taken by the government in this sector is remarkable. Condition will improve soon and hopefully power supply in the industrial units will be uninterrupted with the new initiatives taken. Moreover, MLDL has 3 gas generators with capacities of 1950 KW (out of them 2 are from USA origin and the brand name is Perkins and both of them have capacity of 500 KW and the another one is also from USA, by the brand name of Caterpillar, which has a capacity of 950 KW) to support efficient power to plant without any disruption to the production. In addition to the gas generators as stated above, the Company has contingency plan to procure Duel-Fuel Generator Set for 1,500 eKW, 1,875 KVA to meet up any disruption.*

d) **Risk related to warranty of any machineries to be bought from IPO is less than one year:** MLDL has planned to buy machineries for its production plant from IPO proceeds. Warranty provision of those machineries are a vital part if they are less than one year.

***Management Perception**: MLDL contacted with the world's renowned suppliers of machineries to be bought from IPO proceeds. No machineries to be bought from IPO proceeds retains less than one year of warranty by terms and conditions.*

CHAPTER (XXI): DESCRIPTION OF THE ISSUE

(a) Issue Size: Tk. 200,000,000.00

(b) Number of securities to be issued;

The Company will offer 20,000,000 Ordinary Shares, of these 20,000,000 ordinary shares 40% (i.e. 8,000,000 Ordinary Shares) are reserved for EI excluding mutual funds and CIS and 10% (i.e. 2,000,000 Ordinary Shares) are reserved for Mutual Funds and CIS and 40% (i.e. 8,000,000 Ordinary Shares) to General Public (GP) and ক্ষতিগ্রস্থ ক্ষুদ্র বিনিয়োগকারী excluding NRB and remaining 10% (i.e. 2,000,000 Ordinary Shares) are reserved for NRB.

(c) Authorized capital and paid-up capital;

Particular	Amount in Tk.
Authorized Capital 210,000,000 Ordinary Share of Tk.10.00 each	2,100,000,000.00
Issued, Subscribed and Paid up Capital **Before IPO** 140,410,000 Ordinary Shares of Taka 10.00 each	1404,100,000.00
Initial Public Offering through Fixed Price Method 20,000,000 Ordinary Shares of Taka 10.00 each	200,000,000
Post IPO Paid up Capital	**1604,100,000**

(d) Face value, premium and offer price per unit of securities;

Face value per Share	Tk. 10.00 each
Premium	-
Offer Price per Share	Tk. 10.00 each

(e) Number of securities to be entitled for each category of applicants;

Category	Particular	Number of Shares	Issue Price per Share	Amount in Tk.
Eligible investor (EI)	40% of IPO i.e. 8,000,000 Ordinary Shares shall be reserved for EI excluding mutual funds and CIS	8,000,000	10.00	80,000,000
	10% of IPO i.e. 2,000,000 Ordinary Shares shall be reserved for Mutual Funds and CIS	2,000,000		20,000,000
General public (GP)	40% of IPO i.e. 8,000,000 Ordinary Shares shall be reserved for GP and ক্ষতিগ্রস্থ ক্ষুদ্র বিনিয়োগকারী excluding NRB	8,000,000		80,000,000
	10% of IPO i.e. 2,000,000 Ordinary Shares shall be reserved for Non-Resident Bangladeshis (NRB)	2,000,000		20,000,000
Total		**20,000,000**		**200,000,000**

(f) Holding structure of different classes of securities before and after the issue;

Sl. No.	Category of Shareholders	No. of Ordinary Shares Hold		Percentage of Holding	
		Pre-IPO	Post-IPO	Pre-IPO	Post-IPO
1	Director & Sponsor	50,371,000	50,371,000	35.87%	31.40%
2	Institutional	-	8,000,000	0.00%	4.99%
3	Mutual fund	-	2,000,000	0.00%	1.25%
4	Individual	90,039,000	98,039,000	64.13%	61.11%
5	Non Resident Bangladeshis (NRBs)	-	2,000,000	0.00%	1.25%
Total		**140,410,000**	**160,410,000**	**100.00%**	**100.00%**

(g) Objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital.

Proceeds from Initial Public Offering (IPO) will be used for acquisition of Machineries& Equipment and for IPO Expenses.

Sl.	Particulars	Amount in Tk.
01	Machineries& Equipment	178,300,000
02	IPO Expenses	21,700,000
	Total	**200,000,000**

The feasibility report in respect enhances paid up capital as prepared by Mujibur Rahman & Co., Cost & Management Accountants is enclosed below:

Feasibility in respect of enhanced paid-up capital:

Statement of Financial Position (Projected)

Particulars	Amount in Taka			
	Audited	Projected		
	30-06-2017 (Re-stated)	30-06-2018	30-06-2019	30-06-2020
Non Current Assets				
Property, Plant & Equipment	1,752,126,466	1,633,140,606	1,695,087,419	1,700,463,198
Investment in Associate Company	357,866,100	385,524,651	414,566,129	445,059,682
Total Non-Current Assets	**2,109,992,566**	**2,018,665,257**	**2,109,653,549**	**2,145,522,879**
Current Assets				
Inventories	614,768,683	724,351,204	889,407,761	1,006,155,570
Trade and other Receivables	839,444,477	839,210,511	1,025,418,691	1,205,418,791
Advance, Deposits and Prepayments	37,217,036	144,754,152	210,524,185	234,150,427
Cash and Cash Equivalents	25,407,333	71,168,119	73,052,367	70,031,473
Total Current Asset	**1,516,837,529**	**1,779,483,986**	**2,198,403,004**	**2,515,756,261**
Total Assets	**3,626,830,095**	**3,798,149,243**	**4,308,056,553**	**4,661,279,140**
EQUITY AND LIABILITIES				
Capital and Reserves				
Share Capital	1,404,100,000	1,404,100,000	1,604,100,000	1,604,100,000
Retained Earnings	1,925,379,662	2,159,628,019	2,445,690,045	2,785,599,832
	3,329,479,662	**3,563,728,019**	**4,049,790,045**	**4,389,699,832**
Non-Current Liabilities				
Deferred Tax Liabilites	118,095,275	122,409,670	129,097,299	133,551,726
Total Non-Current Liabilities	**118,095,275**	**122,409,670**	**129,097,299**	**133,551,726**
Current Liabilities				
Trade and other Payables	88,769,710	71,416,633	81,721,567	78,761,004
Short term Borrowings	31,179,680	-	-	-
Creditors & Accrues	8,551,508	8,157,188	8,483,476	8,822,815
Provision for Income Tax	50,754,260	32,437,733	38,964,165	50,443,763
Total Current Liabilities	**179,255,158**	**112,011,554**	**129,169,208**	**138,027,582**
Total Current & Non Current Liabilities	**297,350,433**	**234,421,223**	**258,266,507**	**271,579,308**
Total Equity and Liabilities	**3,626,830,095**	**3,798,149,243**	**4,308,056,553**	**4,661,279,140**

Statement of Comprehensive Income (Projected)

Particulars	Amount in Taka			
	Audited	Projected		
	30-06-2017 (Re-stated)	30-06-2018	30-06-2019	30-06-2020
Export	2,295,718,352	2,364,259,830	2,794,218,760	3,071,240,513
Less: Cost of Export	2,027,375,221	2,087,421,873	2,442,147,196	2,668,908,006
Gross Profit	**268,343,131**	**276,837,957**	**352,071,564**	**402,332,507**
Less: Operating Expenses	31,141,530	33,321,437	50,653,938	39,273,213
Operating Income	**237,201,601**	**243,516,520**	**301,417,626**	**363,059,294**
Financial Expenses	7,384,678	1,428,773	-	-
Net operating Income	**229,816,923**	**242,087,747**	**301,417,626**	**363,059,294**
Add: Other non-operating income	894,193	1,254,187	1,254,716	1,255,130
Add: Share Profit/Loss of associate	26,341,477	27,658,551	29,041,478	30,493,552
Net profit before tax	**257,052,593**	**271,000,485**	**331,713,820**	**394,807,977**
Provision for Tax	**34,751,364**	**36,752,127**	**45,651,795**	**54,898,190**
Current Tax	27,281,521	32,437,733	38,964,165	50,443,763
Deferred Tax	7,469,843	4,314,395	6,687,629	4,454,426
Net Profit after tax	**222,301,229**	**234,248,357**	**286,062,026**	**339,909,787**

- Dividend is not considered

The assumptions for these projections are as follows:

(Each year calculation is made comparing with respective previous year)

The projected financial statement has been prepared on underlying assumption				
Assumption indicator	**Assumption's Basis**	**Assumptions Years**		
		30-June-18	**30-June-19**	**30-June-20**
Capacity Increase	Capacity will be increased as new machineries will be introduced. The new duel fuel generator will supply steam continuous with uniform pressure.	0.00%	15.00%	5.00%
Capacity Utilization	Capacity utilization will be almost same.	82.00%	83.00%	86.00%
Sales Revenue Increase	Sales will be increased for qualitative products by the increase of sales volume and unit price.	2.99%	18.19%	9.91%
Operating Expenses Increase/ (Decrease)	Operating expenses will be increased due to increase of production and sales. IPO expense will lead to the higher increase of Operating expenses in the year 2019. Expenses will be reduced in the year 2020 because of no IPO Expense in the year.	7.00%	52.02%	-22.47%
Property, Plant and Equipment Addition	Property, Plant and Equipment will be increased in every year for the purpose of production increase.	23,349,536	195,412,781	150,000,000
Paid up Capital Increase	Paid up Capital projected to be increased by Tk. 200,000,000 through IPO in FY 2018-2019.	-	200,000,000	-
Dividend	Dividend is not considered here as the decision is not predetermined.	-	-	-

Sd/-
Mujibur Rahman & Co.
Cost & Management Accountants

CHAPTER (XXII): USE OF PROCEEDS

(a) Use of net proceeds of the offer indicating the amount to be used for each purpose with head-wise break-up;

Proceeds from Initial Public Offering (IPO) will be used for acquisition of Machinery & Equipmentand for IPO Expenses.

Use of Proceeds under:

Sl.	Particulars	Amount in Tk.
01	Acquisition of Machineries& Equipment	178,300,000
02	IPO Expenses (Detailed Breakdown of IPO Expenses in page number 75-76)	21,700,000
	Total	**200,000,000**

Details of Machinery & Equipment:

Sl. No	Description	Brand	Quantity	Unit Price. FC	Total Price FC	Total Price in BDT
a)	**Generator- Model TCG 2020 V16 K**	MWM	1 Set	US $675,000	US $675,000	54,000,000
	Features: • Total Electronic Management system • Computer controlled anti-knock regulation for individual cylinder • Lean burn technology Technical Specifications: • Genset Power: 1543 KW • Electrical Power: 1500 • Engine Speed: 1500 min^{-1} Origin - German Warranty: 1 Year Condition: Brand New					

b)	**Radio Frequency Drying Systems. Model: SO-200TS**	Strayfield	1 Set	US $170,000	US $170,000	13,600,000
	Features: • All welded aluminium and stainless-steel construction • Arc suppression • PLC control Technical Specifications: • RF Power (KW): 125 KW • Water Evaporation: 150 Lt/Hr • Electrical Mains Supply Frequency: 50 Hz 3 phase • Electrical Supply Voltage: 410 Volt • Electronic Valve: Water Cooled • Conveyor Belt Width: 1400 mm • Steam Requirement: 90 Kgs/Hr. @ 3.5 Bar Origin - India. Warranty: 1 Year Condition: Brand New					
c)	**Dyeing Machine – ALL WIN – 226H Type: 11A**	Fogs	1 Set	US $290,000	US $290,000	23,200,000
	Structure: • Fine quality corrosion resistant stainless steel. • Vertical kier equipped with counter weight lid. • Patented highly efficient heat-exchanger with modulation valve. • Automatic control functions. Specifications: • Design temperature: 140 ˚C • Heating gradient: 25˚C – 100˚C approx. 4.5˚C/Min • Cooling gradient: 130˚C – 100˚C approx. 3˚C/Min • Loading Capacity: 3000 Kg Origin – China. Warranty: 1 Year Condition: Brand New					

d)	**Dyeing Machine – LAB WIN – 3 Type: K2**	Fongs	3 Set	US $23,000	US $69,000	5,520,000
	Structure: • Fine quality corrosion resistant stainless steel. • Vertical kier equipped with counter weight lid. • Patented highly efficient heat-exchanger with modulation valve. • Automatic control functions. Specifications: • Design temperature: 140 ˚C • Heating gradient: 20˚C – 130˚C approx. 30min • Cooling gradient: 130˚C – 80˚C approx. 20min • Loading Capacity: 10 Kg Origin – China. Warranty: 1 year Condition: Brand New					
e)	**Lab Equipment**					
	i) Tenso Lab 3, Splicer Scaner lll, Electronic Warf Reel, Electronic Sliver roving Reel, Tecnometer DT	Mesdan SpA	1 Set	€ 60,000	€ 60,000	5,280,000
	Features: • Portable electronic strength tester built. • Electro-magnetic clamps with automatic closure. • Equipped with electronic pre-selector. • Adjustable double-bar yarn tensioner. Technical Specifications: • Power Supply: 115VAC 50/60Hz • Clamps distance: 250 mm • Dimension: (L) 450 x (W) 300 x (H) 500 min Origin – Italy Warranty: 1 Year Condition: Brand New					

	ii) Evenness Tester & Count Analyzer	Tomsic	1 Set	€ 33,636.36	€ 33,636.36	2,960,000
	Features: • Self test software for each module. • Multi diagrams windows for direct test comparison. • Data retrieve is based on open SQL server database. Specifications: • Data view: Min. Avg. Max CV% Q95% • 20 different pre-installed filters Origin – Italy. Warranty: 1 Year Condition: Brand New					
f)	**Automatic Winders, Model: QPRO Plus**	Murata	2 Set	€ 210,000	€ 420,000	36,960,000
	Features: • Stable even at high speed • Auto Bobbin-Centering Function • Highly Valued in subsequent processes Specifications: • Supply bobbin size: Min. 15mm Max. 260mm. • Number of spindles 10-spindle system…Max60. • Blower: Individual blower / 15kW Origin – Japan. Warranty: 1 Year Condition: Brand New					
g)	**Hydro Extractor, Model: BERTA 36 T.E.**	Dettin	1 Set	€ 136,362	€ 136,362	11,999,856
	Structure: • Semiautomatic loading • All the parts in touch with the yarn are made of stainless steel and anti-acid materials. • At the base structure and the loading set are made carbon steel. Technical Data: • Overall dimensions: 2580mm x 2320mm x 2615mm • Volt to be specified all controls under low tension 24 volt • Loading capacity: max ext. 220 mm H 170 mm Origin – Italy. Warranty: One Year Condition: Brand New					

<table>
<tr><td>h)</td><td>Fork Lift, Model:8FD50N</td><td>Toyota</td><td>2 Set</td><td>US $45,000</td><td>US $90,000</td><td>7,200,000</td></tr>
<tr><td></td><td>Structure:
• Diesel engine
• Automatic transmission.
• Front & Rear combination lights.
• Back up Buzzer rear view mirrors.
Technical Data:
• Load capacity: 5000 kg
• Load Center: 600 mm
• Maximum Lift Height: V 3000 mm
• Tire: Pneumatic Tire (FR & RR)
• Lowered Height: 2450
Origin – China.
Warranty: 1 Year
Condition: Brand New</td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>i)</td><td>Duties, Insurance, L/C Commission, Inland Carrying, C& F, Erection and installation:
<table>
<tr><th>Sl.</th><th>Particulars</th><th>Taka</th></tr>
<tr><td>1</td><td>Duties</td><td>2,410,798</td></tr>
<tr><td>2</td><td>Insurance</td><td>441,980</td></tr>
<tr><td>3</td><td>L/C Commission</td><td>964,319</td></tr>
<tr><td>4</td><td>Carrying</td><td>1,440,000</td></tr>
<tr><td>5</td><td>C&F</td><td>385,000</td></tr>
<tr><td>6</td><td>Erection & Installation</td><td>11,938,047</td></tr>
</table></td><td></td><td></td><td></td><td></td><td>17,580,144</td></tr>
<tr><td></td><td></td><td></td><td>Total</td><td></td><td></td><td>178,300,000</td></tr>
</table>

(b) Where the sponsors' contribution or privately placed fundhas been brought prior to the public issue and has already been deployed by the issuer, indication of use of such fundsin the cash flow statement;

These fundshave already been deployed by the issuer in the following manner:

Date of Issuance	Item	Amount	Consideration	Reflected in Cash Flows	Accounting Year
21.03.2001	Priliminery Expenses	100,000	Cash	In the statement of Cash Flows, this figure is included as cash paid to suppliers, employees and others under the head of Operating Activities.	30.06.2001
14.01.2010	Plant & Equipment	99,800,000	Cash	In the statement of Cash Flows, the figure is included in total amount of fixed assets acquisition under the head of Investing Activities.	30.06.2010
02.05.2010	Plant & Equipment	50,200,000	Cash	In the statement of Cash Flows, the figure is included in total amount of fixed assets acquisition under the head of Investing Activities.	30.06.2010
	Working Capital	29,800,000	Cash	In the statement of Cash Flows, this figure is included as Payment to creditors, suppliers and for expenses under the head of Operating Activities.	
Sub-Total of Cash		**179,900,000**			
02.05.2010	Plant & Equipment	522,150,000	Other than in cash	n/a	30.06.2010
27.08.2013		702,050,000	Bonus	n/a	30.06.2014
Total of Cash & other than cash		**1,404,100,000**			

(c) If one of the objects is an investment in a joint venture, asubsidiary, an associate or any acquisition, details of theform of investment, nature of benefit expected to accrue tothe issuer as a result of the investment, brief description ofbusiness and financials of such venture;

The Company has no objects to investment in such type of ventures by using Use of IPO proceeds.

(d) If IPO proceeds are not sufficient to complete the project, then source of additional fund must be mentioned. In this connection, copies of contract to meet the additional funds are required to be submitted to the Commission. The means and source of financing, including details of bridge loan or other financial arrangement, which may be repaid from the proceeds of the issue along with utilization of such funds;

IPO proceeds are sufficient to complete the project.

(e) A schedule mentioning the stages of implementation and utilization of funds received through public offer in a tabularform, progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, the approximate date of completion of the project and the projected date of full commercial operation etc. The schedule shall be signed by the Chief Executive Officer or Managing Director, Chief Financial Officer and Chairmanon behalf of Board of Directors of the issuer;

Sl. No.	Projects	Progress made so Far	Approximate date of Completion of the projects	Projected date of full commercial operation
1	Land Acquisition	No land is required to be acquired	-	-
2	Acquisition and Installation of Machineries& Equipment	Acquisition and Installation of Machineries& Equipment will be started after receiving of IPO fund	Within 18 months after receiving IPO fund	Within 3 month of the completion of the project

Sd/-
Golam Azam Chowdhury
Managing Director

Sd/-
Topon Kumar Paul
Chief Financial Officer

Sd/-
Faiaz Kader
Chairman,

On behalf of Board

(f) If there are contracts covering any of the activities of the issuer for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the issuer shall disclose the terms of such contracts, and copies of the contracts shall be enclosed as annexure to the prospectus;

There is no such contract yet to be engaged by the Company.

(g) If one of the objects of the issue is utilization of the issue proceeds for working capital, basis of estimation of working capital requirement along with the relevant assumptions, reasons for raising additional working capital substantiating the same with relevant facts and figures and also the reasons for financing short with long term investments and an itemwise break-up of last three years working capital and next two years projection;

No objects of the issue are utilization of the issue proceeds for working capital.

(h) Where the issuer proposes to undertake one or more activities like diversification, modernization, expansion, etc.,the total project cost activity-wise or project wise, as the casemay be;

The Company has planned to expand its existing projects by Acquisition of Machinery & Equipment, which have been mentioned in Use of IPO proceeds and projects Implementation schedule.

(i) Where the issuer is implementing the project in a phased manner, the cost of each phase, including the phases, if any,which have already been implemented;

The Company has planned to implement to the existing projects by using IPO proceeds after receiving the funds, which have been mentioned in Use of IPO proceeds and projects Implementation schedule.

(j) The details of all existing or anticipated material transactionsin relation to utilization of the issue proceeds or project costwith sponsors, directors, key management personnel, associates and group companies;

There is no existing or anticipated material transaction in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies.

(k) Summary of the project appraisal or feasibility report by the relevant professionals not connected with the issuer, issue manager and registrar to the issue with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal or feasibility report.

Feasibility Report of M.L. Dyeing Limited

Executive Summary:
M.L. Dyeing Limited (MLDL) is a yarn dyeing company in Bangladesh. MLDL was incorporated as a Private Limited company on 21st March, 2001 and subsequently converted into a public limited company on 2nd June, 2010 with the Registrar of Joint Stock Companies and Firms, Dhaka, Bangladesh under the Companies Act, 1994. The Certificate of Incorporation number is C-42701(2060)/2001. The Company started its commercial operation on July 01, 2002. Some projections regarding profitability and other financial issues are analyzed. MLDL has made projections of Statement of Financial Position and Statement of Comprehensive Income for the upcoming next three full reporting years. This Feasibility Report discusses and shows the various aspects of Expansion Program of M.L. Dyeing Limited (MLDL).

Nature of Business:
The principal activities of the Company are to carry on the business of Dyeing and Finishing yarn for 100% export oriented sweater industries in Bangladesh.

Utility Considerations:

Power:
Total Power requirement for the project is about 1.95 MW, which is met up from captive power generation. There are 3 gas generators out of them 2 are from USA origin and the brand name is Perkins and both of them have capacity of 500 KW and the another one is also from USA, by the brand name of Caterpillar, which has a capacity of 950 KW. Yet for smooth operation of the project has a power connection from Rural Electrification Board of 200 KW.

Water:
The project is required 3,608m^3 (Cubic Meter) of water per day which is met up from the water supply system of own sources.

Gas:
Titas Gas Supply and Distribution Limited supplies 700,000m^3gas per month for the project. Approximately 600,000m^3 of gas require for smooth operation.

Contingency Plan in case of any disruption:
In addition to the gas generators as stated above, the Company has contingency plan to procure Duel-Fuel Generator Set for 1,500 eKW, 1,875 KVA to meet up any disruption.

Distribution of Products:
On receiving the orders from its customers, MLDL manufactures the products and supply them to the customers' destination as per their requirements. The Company imports yarn and chemical and applies dyeing processes on the yarn to meet the specific demand to the Export oriented Sweater and germants Industry.

Methodology:
We have considered the historical data of Company's last couple of year's revenue and expenses. We have also talked with Company's staffs and management. They have provided us with the relevant information concerning all aspects of sales and expenses. The responses to these open-ended questions have allowed us to have a greater depth of knowledge into their opinions and so we were able to address them to the best of ability.

Financial Projections:
The financial projections for M.L. Dyeing Limited (MLDL) are highlighted in the table below. These figures account for projected productions, sales and additional requirements.

The assumptions for these projections are as follows:
(Each year calculation is made comparing with respective previous year)

The projected financial statement has been prepared on underlying assumption				
Assumption indicator	**Assumption's Basis**	**Assumptions Years**		
		30-June-18	**30-June-19**	**30-June-20**
Capacity Increase	Capacity will be increased as new machineries will be introduced. The new duel fuel generator will supply steam continuous with uniform pressure.	0.00%	15.00%	5.00%
Capacity Utilization	Capacity utilization will be almost same.	82.00%	83.00%	86.00%
Sales Revenue Increase	Sales will be increased for qualitative products by the increase of sales volume and unit price.	2.99%	18.19%	9.91%
Operating Expenses Increase/ (Decrease)	Operating expenses will be increased due to increase of production and sales. IPO expense will lead to the higher increase of Operating expenses in the year 2019. Expenses will be reduced in the year 2020 because of no IPO Expense in the year.	7.00%	52.02%	-22.47%
Property, Plant and Equipment Addition	Property, Plant and Equipment will be increased in every year for the purpose of production increase.	23,349,536	195,412,781	150,000,000
Paid up Capital Increase	Paid up Capital projected to be increased by Tk. 200,000,000 through IPO in FY 2018-2019.	-	200,000,000	-
Dividend	Dividend is not considered here as the decision is not predetermined.	-	-	-

Statement of Financial Position (Projected)

Particulars	Amount in Taka			
	Audited	Projected		
	30-06-2017 (Re-stated)	30-06-2018	30-06-2019	30-06-2020
Non Current Assets				
Property, Plant & Equipment	1,752,126,466	1,633,140,606	1,695,087,419	1,700,463,198
Investment in Associate Company	357,866,100	385,524,651	414,566,129	445,059,682
Total Non-Current Assets	**2,109,992,566**	**2,018,665,257**	**2,109,653,549**	**2,145,522,879**
Current Assets				
Inventories	614,768,683	724,351,204	889,407,761	1,006,155,570
Trade and other Receivables	839,444,477	839,210,511	1,025,418,691	1,205,418,791
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Cash and Cash Equivalents	25,407,333	71,168,119	73,052,367	70,031,473
Total Current Asset	**1,516,837,529**	**1,779,483,986**	**2,198,403,004**	**2,515,756,261**
Total Assets	**3,626,830,095**	**3,798,149,243**	**4,308,056,553**	**4,661,279,140**
EQUITY AND LIABILITIES				
Capital and Reserves				
Share Capital	1,404,100,000	1,404,100,000	1,604,100,000	1,604,100,000
Retained Earnings	1,925,379,662	2,159,628,019	2,445,690,045	2,785,599,832
	3,329,479,662	**3,563,728,019**	**4,049,790,045**	**4,389,699,832**
Non-Current Liabilities				
Deferred Tax Liabilities	118,095,275	122,409,670	129,097,299	133,551,726
Total Non-Current Liabilities	**118,095,275**	**122,409,670**	**129,097,299**	**133,551,726**
Current Liabilities				
Trade and other Payables	88,769,710	71,416,633	81,721,567	78,761,004
Short term Borrowings	31,179,680	-	-	-
Creditors & Accrues	8,551,508	8,157,188	8,483,476	8,822,815
Provision for Income Tax	50,754,260	32,437,733	38,964,165	50,443,763
Total Current Liabilities	**179,255,158**	**112,011,554**	**129,169,208**	**138,027,582**
Total Current & Non Current Liabilities	**297,350,433**	**234,421,223**	**258,266,507**	**271,579,308**
Total Equity and Liabilities	**3,626,830,095**	**3,798,149,243**	**4,308,056,553**	**4,661,279,140**

Statement of Comprehensive Income (Projected)

Particulars	Amount in Taka			
	Audited	Projected		
	30-06-2017 (Re-stated)	30-06-2018	30-06-2019	30-06-2020
Export	2,295,718,352	2,364,259,830	2,794,218,760	3,071,240,513
Less: Cost of Export	2,027,375,221	2,087,421,873	2,442,147,196	2,668,908,006
Gross Profit	**268,343,131**	**276,837,957**	**352,071,564**	**402,332,507**
Less: Operating Expenses	31,141,530	33,321,437	50,653,938	39,273,213
Operating Income	**237,201,601**	**243,516,520**	**301,417,626**	**363,059,294**
Financial Expenses	7,384,678	1,428,773	-	-
Net operating Income	**229,816,923**	**242,087,747**	**301,417,626**	**363,059,294**
Add: Other non-operating income	894,193	1,254,187	1,254,716	1,255,130
Add: Share Profit/Loss of associate	26,341,477	27,658,551	29,041,478	30,493,552
Net profit before tax	**257,052,593**	**271,000,485**	**331,713,820**	**394,807,977**
Provision for Tax	**34,751,364**	**36,752,127**	**45,651,795**	**54,898,190**
Current Tax	27,281,521	32,437,733	38,964,165	50,443,763
Deferred Tax	7,469,843	4,314,395	6,687,629	4,454,426
Net Profit after tax	**222,301,229**	**234,248,357**	**286,062,026**	**339,909,787**

- Dividend is not considered

Cost of the Project
The cost of the project is as follows:

Particulars	Amount in Tk.
Machineries& Equipment	178,300,000
Total	**178,300,000**

Means of Finance
The project will be financed through using IPO proceeds.

Weaknesses

1. **Human Resources**: Human resources need more skill in order to high productivity.

Threats
1. **Intense Competition:** There is rivalry among the competitors to get the market share as maximum as possible.

2. **International Market Demand:** MLDL is 100% deemed exporter and it could be affected due to decrease international market demand.

3. **Lack of Power Supply:** There are power supply shortage in our country. There is lack of availability of gas supply. MLDL's business operation may be affected due to lack of power supply such as gas and electricity.

Conclusion:
The feasibility of the project has been conducted and analyzed from the viewpoint of marketing, financial, management & economic aspects and found to be worthwhile. The projected financial results and the profitability estimated based on historical data shows that the project is viable and lucrative. This projection will help the interested parties to have an idea over the M.L. Dyeing Limited (MLDL).

Sd/-
Mujibur Rahman & Co.
Cost & Management Accountants

Place: Dhaka
Date: March 01, 2018

CHAPTER (XXIII): LOCK-IN

(a) Ordinary shares of the issuer shall be subject to lock-in, from the date of issuance of prospectus or commercial operation, whichever comes later, in the following manner:

(1) All shares held, at the time of according consent to the public offer, by sponsors, directors and shareholders holding ten percent (10%) or more shares, other than alternative investment funds, for 03(three) years.

(2) In case any existing sponsor or director of the issuer transfers any share to any person, other than existing shareholders, all shares held by those transferee shareholders, at the time of according consent to the public offer, for 03 (three) years.

(3) Twenty five percent (25%) of the shares allotted to eligible investors, for 06 (six) months and other twenty five percent (25%) of the shares allotted to them, for 09 (nine) months.

(4) All shares held by alternative investment funds, at the time of according consent to the public offer, for 01 (one) year.

(5) All shares held, at the time of according consent to the public offer, by any person other than the persons mentioned in sub-rules (1), (2) and (3) above, for 01 (one) year.

(b) The following table indicates the Lock-In status of the shareholders of M.L. Dyeing Limited:

Sl.	Name of Shareholder	Position	No. of Share	(%)	BO ID	Date of 1st acquisition	Lock-in period*
1	Lee Jung Kook	Shareholder	35,108,352	25.00%	1203060053818021	2-May-10	3 Yrs.
2	Mrs. Shirin Faruk	Sponsor Shareholder	6,950,000	4.95%	1205200033574511	21-Mar-01	3 Yrs.
3	Rezaur Rahman Rajon	Director	10,212,300	7.27%	1203060048495325	2-May-10	3 Yrs.
4	Faiaz Kader	Chairman	12,980,500	9.24%	1205200048482217	2-May-10	3 Yrs.
5	Abid Mostafizur Rahman	Shareholder	6,950,000	4.95%	1205200033574496	2-May-10	3 Yrs.
6	Al-Haj Abdul Kader Faruk	Sponsor Shareholder	6,950,000	4.95%	1205200033574501	21-Mar-01	3 Yrs.
7	Rezwana Rahman Rini	Shareholder	6,000,000	4.27%	1203060053811970	2-May-10	1 Yr.
8	Al-Haj Mustafizur Rahman	Sponsor Shareholder	8,200	0.01%	1205200025103994	21-Mar-01	3 Yrs.
9	Abdul Mannan	Shareholder	200,000	0.14%	1205200061493161	2-May-10	3 Yrs.
10	Ahmed Tawfiqur Rahman	Shareholder	500,000	0.36%	1201960058384794	2-May-10	3 Yrs.
11	Md. Motiur Rahman	Shareholder	500,000	0.36%	1201960042223806	2-May-10	3 Yrs.
12	Farzana Rahman	Shareholder	500,000	0.36%	1201960047103154	2-May-10	3 Yrs.
13	Global Shoes Ltd.	Shareholder	1,000,000	0.71%	1201960053332061	2-May-10	3 Yrs.

14	S.F Textile Industries Ltd.	Shareholder	9,330,648	6.65%	1205200053811606	2-May-10	3 Yrs.
15	Total Spinning Mills Ltd.	Director	6,820,000	4.86%	1205200053811997	2-May-10	3 Yrs.
16	Sadman Textiles Mills Ltd.	Shareholder	6,950,000	4.95%	1205200064967691	2-May-10	3 Yrs.
17	Rajon Textiles Mills Ltd.	Director	6,450,000	4.59%	1205200058140128	2-May-10	3 Yrs.
18	Better Life Hospital Ltd.	Shareholder	6,950,000	4.95%	1203610056206308	2-May-10	3 Yrs.
19	Mrs. Kazi Hosnawara	Shareholder	3,700,000	2.64%	1203060053818046	2-May-10	3 Yrs.
20	Samin Food & Beverage Industries Ltd.	Shareholder	6,950,000	4.95%	1201830058428990	2-May-10	3 Yrs.
21	A.B.M. Tanvir Hossain	Shareholder	700,000	0.50%	1202830052911741	2-May-10	3 Yrs.
22	Ruhul Kuddus Saikat	Shareholder	300,000	0.21%	1202830052864026	2-May-10	3 Yrs.
23	Mohammad Maruf Bin Wali	Shareholder	300,000	0.21%	1202830048269324	2-May-10	3 Yrs.
24	Shafiul Azam	Shareholder	600,000	0.43%	1202830053832101	2-May-10	3 Yrs.
25	Howa Nur Begum	Shareholder	100,000	0.07%	1201960054792971	2-May-10	3 Yrs.
26	Md. Shamsul Haque	Shareholder	200,000	0.14%	1201690000776633	21-Mar-01	3 Yrs.
27	Nazma Rahman	Shareholder	500,000	0.36%	1202210064479240	21-Mar-01	3 Yrs.
28	Mohammad Obaidul Karim	Shareholder	500,000	0.36%	1202610034182432	21-Mar-01	3 Yrs.
29	Shaheen Siddique	Shareholder	500,000	0.36%	1201890019678489	21-Mar-01	3 Yrs.
30	Md. Shafiqur Rahman	Shareholder	200,000	0.14%	1202140062153110	21-Mar-01	3 Yrs.
31	Md. Abdul Quyum Mamun	Shareholder	500,000	0.36%	1205000033574488	21-Mar-01	3 Yrs.
32	Md. Abdul Quddus Amin	Shareholder	500,000	0.36%	1205000053774966	21-Mar-01	3 Yrs.
33	Abdul Mabut Masum	Shareholder	500,000	0.36%	1205000016657425	2-May-10	3 Yrs.
Total			**140,410,000**	**100.00%**			

[From the issue date of Prospectus]

CHAPTER (XXIV): MARKETS FOR THE SECURITIES BEING OFFERED

Stock Exchanges:

The issuer shall apply to the following bourses for listing shares within 7 (seven) working days from the date of consent accorded by the Commission to issue the prospectus:

Dhaka Stock Exchange Limited (DSE)
9/F, Motijheel C/A, Dhaka-1000; and

Chittagong Stock Exchange Limited (CSE)
CSE Building, 1080 Sheikh Mujib Road, Chittagong.

Declaration about Listing of Shares with Stock Exchanges:

None of the Stock Exchanges, if for any reason, grant listing within 75 days from the closure of subscription, any allotment in terms of this prospectus shall be void and the Company shall refund the subscription money within fifteen days from the date of refusal for listing by the stock exchange, or from the date of expiry of the said 75 (seventy-five) days, as the case may be.

In case of non-refund of the subscription money within the aforesaid fifteen days, the Company directors, in addition to the issuer company, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of 2% (two percent) per month above the bank rate, to the subscribers concerned.

The issue managers, in addition to the issuer Company, shall ensure due compliance of the above-mentioned conditions and shall submit compliance report thereon to the Commission within seven days of expiry of the aforesaid fifteen days' time period allowed for refund of the subscription money.

Trading and Settlement;

Trading and Settlement Regulation of the stock exchanges will apply in respect of trading and settlement of the shares of the Company.

THE ISSUE SHALL BE PLACED IN "N" CATEGORY

CHAPTER (XXV): DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED

(a) Dividend, voting and preemption rights;

The Share Capital of the company is divided into Ordinary Shares, carrying equal rights to vote and receive dividend in terms of the relevant provisions of the Companies Act 1994 and the Articles of Association of the company. All Shareholders shall have the usual voting rights in person or by proxy in connection with, among others, election of Directors & Auditors and other usual agenda of General Meeting – Ordinary or Extra-ordinary. On a show of hand, every shareholder presents in person and every duly authorized representative of a shareholder present at a General Meeting shall have one vote and on a poll every shareholder present or by proxy shall have one vote for every share held by him or her.

In case of any additional issue of shares for raising further capital through rights offer the existing shareholders shall be entitled to Right Issue of shares in terms of the guidelines issued by the BSEC from time to time.

(b) Conversion and liquidation rights;

In terms of provisions of the Companies Act 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are freely transferable. The Company shall not charge any fee for registering transfer of shares. No transfer shall be made to a firm, an infant or person of unsound mind.

(c) Dividend policy;

i. The profit of the Company, subject to any special right relating thereto created or authorized to be created by the Memorandum and subject to the provisions of the Articles of Association, shall be divisible among the members in proportion to the amount of capital paid-up on the shares held by them respectively.

ii. No large dividend shall be declared than is recommended by the Directors. The declaration of Directors as to the amount of Net profit of the Company shall be conclusive.

iii. No dividend shall be payable except out of the profits of the Company or any other undistributed profits. Dividend shall not carry interest as against the Company.

iv. The Directors may from time to time pay the members such interim dividend as in their judgment the financial position of the Company may justify.

v. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.

vi. No limitation in payment of dividend is stipulated in any debt instrument or otherwise.

(d) Other rights of the securities holders;

In terms of the provisions of the Companies Act 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are transferable. The Company shall not charge any fee, other than Government duties for registering transfer of shares. No transfer shall be made to a minor or person of unsound mind.

The Directors shall present the financial statements to the shareholders as required under the law & International Accounting Standard. Financial statements will be prepared in accordance with the International Accounting Standards consistently applied throughout the subsequent periods and present with the objective of providing maximum disclosure as par law and International Accounting Standard to the shareholders regarding the financial and operational position of the company. The shareholders shall have the right to receive all periodical statement and reports, audited as well as un audited, published by the company from time to time.

The shareholder holding minimum of 10% shares of paid-up capital of the company shall have the right to requisition extra ordinary General Meeting of the company as provided for the section 84 of the Companies Act 1994.

CHAPTER (XXVI): FINANCIAL STATEMENTS

(a) **The latest financial statements prepared and audited by the Commission's panel auditors in adherence to the provisions of the Securities and Exchange Rules, 1987, the কোম্পানি আইন, ১৯৯৪, International financial Reporting and Auditing Standards as adopted in Bangladesh from time to time and any other law as applicable;**

INDEPENDENT AUDITORS' REPORT
To The shareholder's of
M.L. DYEING LIMITED

We have audited the accompanying financial statements of M. L. DYEING LIMITEDwhich comprise the Statement of Financial Position as at June 30, 2017 and Statement of Profit or Loss and other Comprehensive Income, Statements of Changes in Equity, Statements of Cash Flows, and a summary of significant accounting policies and other explanatory information for the year ended June 30, 2017.

Management's responsibility for the financial statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with Bangladesh Financial Reporting Standards (BFRSs), Bangladesh Accounting Standards (BASs), The Companies Act 1994, The Security and Exchange Rules 1987 and other applicable rules & regulations. This responsibility includes; designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or errors; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing (BSAs). Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the financial statements prepared in accordance with Bangladesh Accounting Standards (BASs) and Bangladesh Financial Reporting Standards (BFRSs) give a true and fair view of the state of the affairs of the financial position of the M. L. DYEING LIMITED as at June 30, 2017 and of the results of its operations and its cash flows for the

year then ended and comply with the requirements of the Companies Act 1994, The Securities and Exchanges rules 1987 and other applicable laws and regulations.

We further report that:

(a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;

(b) in our opinion, proper books of accounts as required by law have been kept by the company so far as it appeared from our examination of those books;

(c) the company's statement of financial position, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows dealt with by the report are in agreement with the books of accounts; and

(d) the expenditure incurred was for the purposes of the Company's business.

Sd/-
Dated: Dhaka, **Mahfel Huq & Co.**
September 14, 2017 **Chartered Accountants**

M. L. DYEING LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2017

Particulars	Notes	Amount in Taka		
		30-06-2017	30-06-2016 (Re-stated)	01-07-2015 (Re-stated)
ASSETS				
Non-Current Assets				
Property, Plant & Equipment	4	1,752,126,466	1,892,301,988	1,966,402,617
Investment in Associate Company	5	357,866,100	331,524,623	358,743,957
Capital Work-in-progress		-	-	12,754,964
Total Non-Current Assets		**2,109,992,566**	**2,223,826,611**	**2,337,901,538**
Current Assets				
Inventories	6	614,768,683	463,206,216	575,615,098
Trade Receivables	7	839,444,477	694,212,049	743,683,581
Advance, Deposits and Prepayments	8	37,217,036	34,898,190	14,099,829
Cash and Cash Equivalents	9	25,407,333	14,098,238	43,181,363
Total Current Asset		**1,516,837,529**	**1,206,414,693**	**1,376,579,871**
Total Assets		**3,626,830,095**	**3,430,241,304**	**3,714,481,409**
EQUITY AND LIABILITIES				
Capital and Reserves				
Share Capital	10	1,404,100,000	1,404,100,000	1,404,100,000
Other Comprehensive Income	11	169,327	71,781	166,272
Retained Earnings	12	1,925,210,335	1,703,006,652	1,887,928,961
		3,329,479,662	**3,107,178,433**	**3,292,195,233**
Non-Current Liabilities				
Deferred Tax Liabilites	13	118,095,275	110,625,432	97,662,656
Total Non-Current Liabilities		**118,095,275**	**110,625,432**	**97,662,656**
Current Liabilities				
Trade Payables	14	88,769,710	140,328,376	103,786,878
Current portion of Long Term Borrowings	15	-	-	101,619,025
Short term Borrowings	16	31,179,680	31,585,225	78,814,022
Creditors & Accrues	17	8,551,508	6,585,880	12,086,271
Provision for Income Tax	18	50,754,260	33,937,958	28,317,324
Total Current Liabilities		**179,255,158**	**212,437,439**	**324,623,520**
Total Current & Non-Current Liabilities		**297,350,433**	**323,062,871**	**422,286,176**
Total Equity and Liabilities		**3,626,830,095**	**3,430,241,304**	**3,714,481,409**
Net Asset Value Per Share	27	**23.71**	**22.13**	**23.45**

The annexed notes form an integral part of these financial statements.

Sd/-	Sd/-	Sd/-	Sd/-
Chairman	**Managing Director**	**Company Secretary**	**Chief Financial Officer**

Signed as per our annexed report on even date.

Sd/-
Place: Dhaka **Mahfel Huq & Co.**
Dated: September 14, 2017 **Chartered Accountants**

M. L. DYEING LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2017

Particulars	Notes	Amount in Taka	
		30-06-2017	30-06-2016 (Re-stated)
Export	19	2,295,718,352	1,923,513,063
Less: Cost of Export	20	2,027,375,221	1,652,894,831
Gross Profit		**268,343,131**	**270,618,232**
Less: Operating Expenses	21	31,141,530	27,364,700
Operating Income		**237,201,601**	**243,253,532**
Financial Expenses	22	7,384,678	16,388,875
Net operating Income		**229,816,923**	**226,864,657**
Add: Other non-operating income	23	796,647	740,778
Add: Share of Profit/Loss of associate	24	26,341,477	(27,219,334)
Net profit before tax		**256,955,047**	**200,386,101**
Income Tax Expenses	25	**34,751,364**	**34,283,410**
Current Tax		27,281,521	21,320,634
Deferred Tax Income / (Expenses)		7,469,843	12,962,776
Net Profit after tax		**222,203,683**	**166,102,691**
Add:Other Compresive Income		169,327	71,781
Total Compresive Income		**222,373,010**	**166,174,472**
Earnings Per Share (EPS)	26	**1.58**	**1.18**

The annexed notes form an integral part of these financial statements.

Sd/-	Sd/-	Sd/-	Sd/-
Chairman	**Managing Director**	**Company Secretary**	**Chief Financial Officer**

Signed as per our annexed report on even date.

Sd/-
Mahfel Huq & Co.
Chartered Accountants

Place: Dhaka
Dated: September 14, 2017

M. L. DYEING LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2017

Particulars	Ordinary Share Capital	Retained Earnings	Other Comprehensive Income	Total
As at July 01, 2016	1,404,100,000	1,703,006,652	-	**3,107,106,652**
Other Comprehensive Income	-	-	169,327	**169,327**
Net Profit during the year	-	222,203,683	-	**222,203,683**
Total	**1,404,100,000**	**1,925,210,335**	**169,327**	**3,329,479,662**

M. L. DYEING LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2016

Particulars	Ordinary Share Capital	Retained Earnings	Other Comprehensive Income	Total
As at July 01, 2015	1,404,100,000	1,887,928,961	-	**3,292,028,961**
Other Comprehensive Income	-	-	71,781	**71,781**
Dividend paid	-	(351,025,000)	-	**(351,025,000)**
Net Profit during the year	-	166,102,691	-	**166,102,691**
Total	**1,404,100,000**	**1,703,006,652**	**71,781**	**3,107,178,433**

Sd/-	Sd/-	Sd/-	Sd/-
Chairman	**Managing Director**	**Company Secretary**	**Chief Financial Officer**

Signed as per our annexed report on even date.

Sd/-
Place: Dhaka **Mahfel Huq & Co.**
Dated: September 14, 2017 **Chartered Accountants**

M. L. DYEING LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2017

Particulars	Amount in Taka	
	30-06-2017	30-06-2016 Re-stated
A.Cash Flow From Operating Activities:		
Collection from Customers	2,150,711,830	1,972,920,045
Collection from other non-operating income	693,126	712,980
Cash paid to Suppliers and others	(2,073,773,697)	(1,350,319,356)
Paid for operating Expenses	(27,298,849)	(30,890,216)
Income tax paid	(14,987,548)	(27,527,541)
Net cash flow from Operating activities	**35,344,862**	**564,895,912**
B. Cash Flow From Investing Activities:		
Purchase of Fixed Assets	(16,245,544)	(77,717,340)
Dividend paid	-	(351,025,000)
Net cash flow from Investing activities	**(16,245,544)**	**(428,742,340)**
C. Cash Flow From Financing Activities:		
Increase/ Decrease in Short term loan from bank	(405,545)	(47,228,797)
Payment for financial Expenses	(7,384,678)	(16,388,875)
Increase/Decrease in Long term loan from bank	-	(101,619,025)
Net Cash flow from financing activities	**(7,790,223)**	**(165,236,697)**
D.Increase/(Decrease) in cash and cash equivalents (A+B+C)	11,309,095	(29,083,125)
E.Opening cash and cash equivalents	14,098,238	43,181,363
G.Closing cash and cash equivalents (D+E+F)	**25,407,333**	**14,098,238**
Net Operating Cash Flow Per Share	**0.25**	**4.02**

Sd/-
Chairman

Sd/-
Managing Director

Sd/-
Company Secretary

Sd/-
Chief Financial Officer

Signed as per our annexed report on even date.

Sd/-
Mahfel Huq & Co.
Chartered Accountants

Place: Dhaka
Dated: September 14, 2017

M. L. DYEING LIMITED
Notes, comprising summary of significant accounting policies and other explanatory information For the year ended June 30, 2017

1.00 The Company and its operations

1.01 Legal form of the Company
The Company was incorporated on March 21, 2001 as a 'Private' company limited by shares,registered under the Companies Act 1994 vide Certificate of Incorporation No.C-42701(2060)2001. The company converted into a 'Public' Limited Company on 02-06-2010.

1.02 Address of the Registered and Corporate Office
The registered office of the company is located on Zamirdia, 10 Hobirbari, Valuka, Mymensingh and Corporate office at House No: 11 (Unit-6A), Road No: 12, Block # F, Niketon, Gulshan-1, Dhaka-1212.

1.03 Nature of Business activities
The principal activities of the company are to carry on the business of dyeing and finishing yarn for 100% export oriented sweater industries in Bangladesh.

1.04.1 Capital Structure of the Company
Detailed break down of the capital structure of the company has been presented under.

Particulars	Taka.
Authorized Capital 210,000,000 Ordinary Shares of Taka 10/= each	2,100,000,000
Issued, subscribed, called-up and paid-up capital 140,410,000 ordinary shares of Taka 10/= each fully paid up	1,404,100,000

1.04.2 Production Plant
Production Plant of the company is situated at Valuka, Mymensingh. Production facility of the company comprises of namely 'Hanks' and 'Cone'.

2.00 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

2.01 Statement of Compliance
The financial statements have been prepared incompliance with the requirements of the Companies Act 1994, the Securities & Exchange Rules 1987, the Listing Regulations of Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) and other relevant local laws as applicable and in accordance with the applicable Bangladesh Financial Reporting Standards (BFRS) including Bangladesh Accounting Standards (BAS) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) based on International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS).

2.02 Regulatory Compliances
As required by the company, the management complies with the following major legal provisions in addition to the Companies Act 1994 and other applicable laws and regulations:

The Income Tax Ordinance 1984;
The Income Tax Rules 1984;
The Value Added Tax Act 1991;

The Value Added Tax Rules 1991;
The Customs Act, 1969;
Bangladesh Labour Law, 2006 (Amended 2013);
Labor rules, 2015;
The Securities and Exchange Ordinance, 1969;
The Securities and Exchange Rules, 1987; and
Securities and Exchange Commission Act, 1993.

2.03 Components of the Financial Statements

According to the International Accounting Standards IAS-1 as adopted by ICAB as BAS-1 "Presentation of Financial Statements" the complete set of financial statements includes the following components.

i. Statement of financial position as at June 30, 2017;
ii. Statement of Profit or Loss and other comprehensive income for the financial year June 30, 2017;
iii. Statement of cash flows for the financial year June 30, 2017;
iv. Statement of changes in equity for the financial period June 30, 2017;
v. Notes, comprising summary of significant accounting policies and other explanatory information for the year ended June 30, 2017.

2.04 Measurement Bases used in preparing the Financial Statements

The financial statements have been prepared on the historical cost basis, and therefore, do not take into consideration the effect of inflation. The accounting policies, unless otherwise stated, have been consistently applied by the company and are consistent with those of the previous period.

2.05 Reporting Currency and Level of Precision

The financial statements are presented in Bangladeshi currency (Taka), which is the Company's functional currency. All financial information presented in Taka have been rounded off to the nearest Taka.

2.06 Preparation and Presentation of Financial Statements of the Company

The Board of Directors of the company is responsible for the preparation and presentation of financial statements of M. L. DYEING LIMITED.

2.07 Use of Estimates and Judgments

The preparation of these financial statements, in conformity with BAS/BFRS, required management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual amounts may differ from these estimates.

Estimates and underlying assumptions are reviewed on an on going basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation on uncertainty and critical judgments in applying accounting policies that have the most significant affect on the amounts recognized in the financial statements are included in the following notes:

Note: 4 Property, Plant and Equipment
Note: 6 Inventories
Note: 7 Trade & Other Receivables

Note: 8 Advances, Deposits and Pre-payments
Note: 13 Deferred Tax Liabilities
Note: 14 Trade Payables
Note: 18 Provision for Income tax

2.08 Reporting Period

The financial period of the companies covers 1 (one) year from July 01, 2016 to June 30, 2017.

2.09 Statement of Cash Flows

Statement of cash flows is prepared in accordance with "BAS 7: Statement of Cash Flows and the cash flows from operating activities have been presented under Direct Method as required by the Securities and Exchange Rules 1987 and considering the provisions that "Enterprises are Encouraged to Report Cash Flow from Operating Activities using the Direct Method".

2.10 Compliance with the Requirements of Notification of the Securities and Exchange Commission dated 04.06.2008 under ref. # SEC/CMMRPC/2008-181/53/Adm/03/28

a) Notes to the financial statements marked from 3.00 to 3.22 setting out the policies are unambiguous with respect to the reporting framework on which the accounting policies are based.

b) The accounting policies on all material areas have been stated clearly in the notes marked from 3.00 to 3.22.

c) The accounting standards that underpin the policies adopted by the company can be found in the following places of the notes to the financial statements where is applicable:

Sl. No.	Name of the BAS	BAS's No.
1	Presentation of Financial Statements	1
2	Inventories	2
3	Statement of Cash Flows	7
4	Accounting policies, Changes in accounting Estimates & Errors	8
5	Events after the Reporting Period	10
6	Construction Contracts	11
7	Income Taxes	12
8	Property, Plant and Equipment	16
9	Leases	17
10	Revenue	18
11	Employees Benefits	19
12	Accounting for Government Grants & Disclosure of Government Assistance	20
13	The Effects of Changes in Foreign Exchange Rates	21
14	Borrowing Costs	23
15	Related Party Disclosures	24
16	Accounting and Reporting by Retirement Benefit Plans	26
17	Separate Financial Statements	27
18	Investment in Associates & Joint Venture	28
19	Financial Instruments: Presentation	32

Sl. No.	Name of the BAS	BAS's No.
20	Earnings Per Share	33
21	Interim Financial Reporting	34
22	Impairment of Assets	36
23	Provision, Contingent Liabilities and Contingent Assets	37
24	Intangible Assets	38
25	Financial Instruments: Recognition & Measurement	39
26	Investment Property	40
27	Agriculture	41

SL. No.	Name of the BFRS/IFRS	BFRS/ IFRS No.
1	First-time Adoption of Bangladesh Financial Reporting Standards	1
2	Share based payment	2
3	Business Combinations	3
4	Insurance Contracts	4
5	Non-Current Assets held for sale and discontinued operations	5
6	Exploration for and evaluation of mineral resources	6
7	Financial Instruments: Disclosures	7
8	Operating Segments	8
9	Financial Instruments	9
10	Consolidated Financial Statements	10
11	Joint Arrangements	11
12	Disclosure of Interests in Other Entities	12
13	Fair Value Measurement	13

d) The financial statements are in compliance with the Bangladesh Financial Reporting Standards (BFRS) which are adopted from the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

3.00 SIGNIFICANT ACCOUNTING POLICIES

The specific accounting policies have been selected and applied for significant transactions and events that have a material effect within the framework for the preparation and presentation of financial statements.

3.1 Property, Plant & Equipment

3.1.1 Property, Plant and equipment

Property, Plant and Equipment are accounted for according to BAS 16 (Property, Plant and Equipment) at Historical cost less accumulated depreciation except land and Land development. The cost of self constructed /installed assets includes the cost of materials, direct labor and other cost directly attributable to bringing the assets to the working condition for the indented use and for dismantling and removing the items and restoring the site on which they are located.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized as non-operating income or loss and reflected in the profit and loss account.

3.1.2 Depreciation of fixed assets

Depreciation is provided on reducing balance method (except Land & Land Development) on the cost at which the asset is carried in the books of account. Depreciation has been charged on additions of fixed assets on the period of available for utilization. The depreciation /amortization rate(s) are as follows:

Category of fixed assets	Rate %
Land and Land Development	-
Factory Building	2.50
Plant & Machinery	10
Power Generator set	10
Electrical Installation	10
Boiler	10
Compressor	10
Fork lift	10
ETP Plant	10
Gas Installation	10
Air Condition Installation	10
Telephone Installation	20
Office Equipment	10
Furniture & Fixture	20
Motor Car	20

3.1.3 Impairment of Assets

No fact and circumstances indicate that company's assets including property, plant and equipment may be impaired. Hence, no evaluation of recoverability of assets was performed.

3.2 Inventories

3.2.1 Valuation of Inventories

Inventories are valued following basis in compliance with the requirements of Para 21 and 25 of BAS 2: inventories

Category of Stocks	Basis of valuation
Raw & packing materials including WIP	: Moving average (Weighted) Cost
Finished Goods at Factory	: At lower of cost or net estimated realizable value
At warehouses	: At cost
Stores Items	: At cost
Materials in-transit	: Book value (i.e. cost so far incurred).

Cost comprises of the value of materials and attributable direct labor, depreciation & production overheads.

3.3 Revenue Recognition

Revenue from net sales of the company represents invoiced value of sale, which is recognized after considering the conditions, set in paragraph 14 of *BAS 18: "Revenue"*. Revenue from the sale of goods is recognized when all the following conditions are satisfied:

- the company has transferred to the buyer the significant risks and rewards of ownership of the goods;

- the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the company; and
- the cost incurred or to be incurred in respect of the transaction can be measured reliably.

3.4 Foreign Currency Transaction/Translation

Foreign currency transactions are translated into Bangladeshi Taka at the exchange rates ruling at the transaction dates according to BAS 21: The effect of changes in Foreign Exchange Rates". Monetary assets and liabilities denominated in the foreign currencies are translated at prevailing rates on the balance sheet (Financial position) date. Nonmonetary assets and liabilities denominated in foreign currencies, which are related at historical cost are translated into Bangladesh Taka at the exchange rate ruling at the date of transactions. Foreign exchange gain/loss has been recognized in connection with foreign currency transaction since all such transactions are in US dollars and significant gains/losses evens out during regular course of companies business.

3.5 Financial Instruments

Non-derivative financial instruments comprise trade receivables, trade payables, cash and cash equivalents and share capital.

Trade Receivables

Trade and other receivables are recognized initially at invoice value and subsequently measured at the remaining amount less allowance for doubtful receivable at the year end, if any. Receivables from foreign currency transactions are recognized in Bangladeshi Taka using exchange rates prevailing on the date of transaction.

Trade Payables

Liabilities are recorded at the amount payable for settlement in respect of goods and services received by the company, whether or not billed by the suppliers.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash in hand and with banks on current and deposit accounts and short term investments which are held and available for use by the company without any restriction. There is insignificant risk of change in value of the same.

Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net of any tax effect.

3.6 Taxation

3.6.1 Current Tax

Provision for income tax has been made on operating income at the rate of 15% as per Income Tax Ordinance, 1984. Income from other sources like sale of wastage is taxed at 35% and adequate provision has been made in this regard.

3.6.2 Deferred Tax

The company has decided to adopt policy of recognition of deferred tax in accordance with the Bangladesh Accounting Standard 12 (BAS-12), deferred tax is provided using the liability method for temporary difference between the carrying value of fixed assets as per accounts and the corresponding income tax written down value. Deferred tax is calculated at the effective income tax rate prevailing at the statement of financial position date.

3.7 Provisions

As per "BAS 37: Provisions, Contingent Liabilities and Contingent Assets' a provision recognized on the date of statement of financial position if, as a result of past event, the company has a present obligation that can be estimated reliably, and it is probable the outflow of economic benefits will be required to settle the obligation.

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefit will be required to settle the obligation.

3.8 Contingencies

Contingencies arising from claim, litigation assessment, fines, penalties etc are recorded. It is probable that a liability has been incurred and the amount can be measured reliably in accordance with "BAS 37: Provisions, Contingent Liabilities and Contingent Assets".

3.9 Earnings Per Share (EPS)

The company calculates Earnings Per Share (EPS) in accordance with BAS 33 "Earnings Per Share" which has been shown on the face of statement of profit or loss and other Comprehensive Income and the computation of EPS is stated in Note-26 of the financial statements.

Basic Earnings Per Share

This represents earnings for the period attributable to the ordinary shareholders. As there no preference dividend, minority interest or extra ordinary items, the net profit for the period has been considered as fully attributable to ordinary shareholders. Basic earnings per share has been calculated by dividing the net profit or loss by the number of ordinary share outstanding during the period.

Diluted Earnings Per Share (DEPS)

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and weighted average number of ordinary shares outstanding, for the effect of all dilutive potential ordinary shares. However, dilution of EPS is not applicable for these financial statements as there were no potential ordinary shares during the relevant period.

3.10 Operating Segment

No segmental reporting is applicable for the company as required by "BFRS 8: Operating Segments" as the company operates in a single industry segment and within as a geographical segment.

3.11 Going Concern

The company has adequate resources to continue its operations for foreseeable future. For this reason the directors continue to adopt the going concern basis in preparing the accounts. The resources of the company are sufficient to meet the present obligation of its existing businesses and operations.

3.12 Related Party Disclosures

The company carried out a number of transactions with related parties in the normal course of business and on arms' length basis. The information as required by BAS 24: Related Party Disclosures has been disclosed.

3.13 Financial Risk Management Policies

The company is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The company does not hold or issue derivative financial instruments for speculative or trading purposes.

Interest Rate Risk

The company has no significant risk of fluctuations in interest rates.

Foreign Currency Risk

The company is exposed to foreign currency risk relating to purchases which are denominated in foreign currencies. The company primarily utilizes forward exchange contracts with maturities of less than one year to hedge such financial liabilities denominated in foreign currencies. The forward exchange contracts entered into at the reporting date also relate to anticipated purchases, denominated in foreign currencies, for the subsequent period.

Credit Risk

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the company as and when they fall due.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. At the reporting date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. However, due to the large number of parties comprising the group's customer base, Management does not anticipate material losses from its debt collection.

Liquidity Risk

The company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the company operations and to mitigate the effects of fluctuations in cash flows.

Fair Values

The fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

The fair value of trade and other short-term receivables are taken to approximate their carrying value. The fair value of financial assets and liabilities approximate their carrying value.

3.14 Risk and Uncertainties for use of Estimates in preparation of financial statements.

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and disclosure requirements for contingent assets and liabilities during and at the date of financial statements. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions of accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected as required by BAS 8: Accounting Policies, Changes in Accounting Estimates and Errors.

3.15 Employee benefits (BAS 19):

The company has accounted for and disclosed employee benefits in compliance with the provisions of BAS 19: Employee Benefits.

The cost of employee benefits is charged of as revenue expenditure in the period to which the contributions relate.

The company's employee benefits include the following:

Short-term employee benefits include salaries, bonuses, house rent, medical fees etc. Obligations for such benefits are measured on an undiscounted basis and are expensed as the related service is provided.

Contribution to Sector based Central Fund.

The company will contribute to the Central Fund after established of the fund by relevant authority as per provisions of the Bangladesh Labor Law (amendment), 2013 and is payable to workers as defined in the said law.

3.16 Borrowing costs

In compliance with the requirements of BAS 23 (Borrowing Costs), borrowing costs of operational period on short term loan and overdraft facilities from Islami Bank Bangladesh Ltd.was charged off as revenue expenditure as they incurred.

3.17 Investment in Associate

In compliance with the requirements of BAS 28 (Investment in Associate and Joint Venture), Equity method has been applied to determine carrying value of investment in Associate company, Proportioned profit of associate company has been charged in relevant year's Statement of Profit & Loss and Other comprehensive Income. In order to determine any Impairment loss necessary step has been followed and no impairment loss incurred during the period. Retrospective effect of Equity method in Investment in Associate has been charged.

3.18 IntangibleAssets

The company has no intangible assets.

3.19 Bad and doubtful debts

No provision has been made for bad and doubtful debts since sales / export are based on 100% confirmed letter of credit with fixed maturity date.

3.20 Advertising and promotional expenses

All costs associated with advertising and promotional activities are charged in the period they were incurred.

3.21 Related Parties disclosure

3.21.1 Equity Participation

M. L. Dyeing Limited has share investment in R.N. Spinning Mills limited for 20,420,000 ordinary shares of Tk.10/- each (at par) amounting Tk. 204,200,000. Carrying value of the Investment as on June 30, 2017 stood at Tk. 357, 866,100 for No. of 26,204,520 ordinary shares being 8.8117% of total ordinary shares of R.N. Spinning Mills Ltd.

3.21.2 Business Transaction

SL. No.	Name of company	Nature of transaction	Balance as at 30-06-2017 (Tk.)
01.	R. N. Spinning Mills Ltd.	Bills Payable	73,399,403
02.	Far Chemical Industries Ltd.	Bills Payable	3,745,182

3.22 General

i) Comparative figures have been re-arranged where considered necessary to ensure better comparability with the current period without causing any impact on the profit and value of assets and liabilities as reported in the financial statements.

ii) Figures for the period have been rearranged wherever considered necessary to ensure comparability with the current period.

4.00 Property, Plant & Equipment: Tk. 1,752,126,466

The above balance is made up as follows:

Particulars	30-06-2017	30-06-2016	01-07-2015
A. At cost			
Opening balance	2,774,817,843	2,684,345,539	2,684,345,539
Add: Acquisition during the year	16,245,544	90,472,304	-
Total available	**2,791,063,387**	**2,774,817,843**	**2,684,345,539**
B. Accumulated Depreciation			
Opening balance	882,515,855	717,942,922	717,942,922
Charged during the year	156,421,066	164,572,933	-
Total accumulated depreciation	**1,038,936,921**	**882,515,855**	**717,942,922**
Written down value as on June 30 (A-B)	**1,752,126,466**	**1,892,301,988**	**1,966,402,617**

Details shown in Annexure-A.

5.00 Investment in Associate Company: Tk. 357,866,100

The above balance is made up as follows:

Particulars	Notes	30-06-2017	30-06-2016	01-07-2015
R.N. Spinning Mills Ltd (Cost of Investment Tk. 204,200,000)		331,524,623	358,743,957	204,200,000
Share of Profit in Associates during the previous year	**5.01**	-	-	154,543,957
Share of Profit in Associates during the period	**24.00**	26,341,477	(27,219,334)	-
Total:		**357,866,100**	**331,524,623**	**358,743,957**

5.01 Share of Profit: Tk. 154,543,957

Share of Profit calculated as per Financial Statement as on 30-06-2015

Particulars	
Retained Earnings of R.N. Spinning Mills Ltd as on June 30, 2015	3,270,024,292
Retained Earnings of R.N. Spinning Mills Ltd as on Dec 31, 2012	1,516,174,785
Total profit during associate period	1,753,849,507
Profit share in associate (Tk. 1,753,849,507 X 8.8117%)	**154,543,957**

6.00 Inventories: Tk. 614,768,683

The above balance is made up as follows:

Particulars	Notes	30-06-2017	30-06-2016	01-07-2015
Raw Materials - Yarn	6.01	419,521,067	277,900,924	339,275,878
Raw Materials - Chemicals	6.02	73,905,218	75,428,715	115,214,942
Work in process	6.03	9,030,626	9,152,481	9,521,540
Packing Materials	6.04	2,405,163	2,754,196	2,430,137
Finished Goods	6.05	107,210,538	95,218,619	106,520,589
Store Items	6.06	2,696,071	2,751,281	2,652,012
	Total:	**614,768,683**	**463,206,216**	**575,615,098**

6.01 Raw Materials-Yarn: Tk. 419,521,067

The above balance is made up as follows:

Particulars	30-06-2017	30-06-2016	01-07-2015
Opening balance	277,900,924	339,275,878	339,275,878
Add: Purchase during the year	1,768,541,860	1,162,629,500	-
Raw materials available for production	**2,046,442,784**	**1,501,905,378**	**339,275,878**
Less: Input to production	1,626,921,717	1,224,004,454	-
Closing balance	**419,521,067**	**277,900,924**	**339,275,878**

6.02 Raw Materials- Chemicals: Tk.73,905,218

The above balance is made up as follows:

Particulars	30-06-2017	30-06-2016	01-07-2015
Opening balance	75,428,715	115,214,942	115,214,942
Add: Purchase during the year	151,964,281	115,418,743	-
Raw materials available for production	**227,392,996**	**230,633,685**	**115,214,942**
Less: Input to production	153,487,778	155,204,970	-
Closing balance	**73,905,218**	**75,428,715**	**115,214,942**

6.03 Work in process: Tk. 9,030,626

The above balance is made up as follows:

Particulars	30-06-2017	30-06-2016	01-07-2015
Opening balance	9,152,481	9,521,540	9,521,540
Add: Current year	1,785,743,044	1,384,129,791	-
	1,794,895,525	**1,393,651,331**	**9,521,540**
Less: Transfer to finished goods	1,785,864,899	1,384,498,850	-
Closing balance	**9,030,626**	**9,152,481**	**9,521,540**

6.04 Packing Materials: Tk.2,405,163

The above balance is made up as follows:

Particulars	30-06-2017	30-06-2016	01-07-2015
Opening balance	2,754,196	2,430,137	2,430,137
Add: Purchase during the year	4,984,516	5,244,426	-
	7,738,712	7,674,563	2,430,137
Less: Consumption during the year	5,333,549	4,920,367	-
Closing balance	**2,405,163**	**2,754,196**	**2,430,137**

6.05 Finished Goods : Tk. 107,210,538

The above balance is made up as follows:

Particulars	30-06-2017	30-06-2016	01-07-2015
Opening balance	95,218,619	106,520,589	106,520,589
Add: Production during the year	2,039,779,909	1,641,967,981	-
Less: Cost of free issue	(412,769)	(375,120)	-
Production available for export	2,134,585,759	1,748,113,450	106,520,589
Less: Cost of goods sold	2,027,375,221	1,652,894,831	-
Closing balance	**107,210,538**	**95,218,619**	**106,520,589**

6.06 Store Items: Tk. 2,696,071

The above balance is made up as follows:

Particulars	30-06-2017	30-06-2016	01-07-2015
Opening balance	2,751,281	2,652,012	2,652,012
Add: Purchase during the year	5,125,416	4,865,197	-
	7,876,697	**7,517,209**	**2,652,012**
Less: Consumption during the year	5,180,626	4,765,928	-
Closing balance	**2,696,071**	**2,751,281**	**2,652,012**

Raw Materials: It consist of import value and local expenses incurred upto warehouse. Inventory system is maintained on FIFO basis.
Work in process: It consist of cost of raw materials, chemicals and packing materials only.
Finished Goods: It includes the cost incurred upto cost of goods available for sale.
Store Items: It consist of the total cost of spare parts, loose tools and consumable items.

7.00 Trade and other Receivables: Tk. 839,444,477

The above is the amount of receivable against export bills as on June 30, 2017. This is considered as good & realizable and is secured by export letter of credit duly accepted by L/C opening bank.

Particulars	30-06-2017	30-06-2016	01-07-2015
Opening balance	694,126,688	743,497,940	743,497,940
Add:Export	2,295,718,352	1,923,513,063	-
	2,989,845,040	2,667,011,003	743,497,940
Less: Realization during the year	2,150,576,646	1,972,884,315	-
	839,268,394	**694,126,688**	**743,497,940**
Add:Un-realized gain	176,083	85,361	185,641
Total:	**839,444,477**	**694,212,049**	**743,683,581**

This is considered as fully secured and guaranteed payment by export letter of credit opening bank against export order and is considered good & realizable within one year as per the terms of export letter of credit. The classification of receivables as required by the Schedule XI of the Companies Act, 1994 are given below:

Sl	Particulars		Amount 2017		Amount 2016		Amount 2015
I	Receivables considered good in respect of which the company is fully secured		839,268,394		694,126,688		743,497,940
II	Receivables considered good in respect of which the company holds no security other than the debtor personal security		-		-		-
III	Receivables considered doubtful or bad		-		-		-
IV	Receivables due by common management		-		-		-
V	The maximum amount of receivable due by any director or other officer of the company		-		-		-
	Total		**839,268,394**		**694,126,688**		**743,497,940**

Ageing of the above Receivables is given below:

	1-6 Months	Above 6 Months	Total
Customers	**839,268,394**	**-**	**839,268,394**

8.00 Advances, Deposits & Prepayments: Tk. 37,217,036

The above balance is made up as follows:

Particulars	Note		30-06-2017	30-06-2016	30-06-2015
Titas Gas			1,868,000	1,868,000	1,868,000
Electricity			278,920	278,920	278,920
Sundry Advances	**8.01**		8,255,027	10,458,510	1,487,690
Advance Income Tax	**8.02**		26,815,089	22,292,760	10,465,219
		Total:	**37,217,036**	**34,898,190**	**14,099,829**

8.01 Sundry Advances: Tk. 8,255,027

The above balance is made up as follows:

Particulars	30-06-2017	30-06-2016	01-07-2015
Mr. Uttam Kumar	196,418	52,168	215,481
M/S. Gazi Enterprise	39,705	945,215	-
Md. Abul Khair Manik	1,974,216	1,352,987	152,487
Advance Salary	719,451	463,205	98,561
Md. Shajedur Rahman	1,365,241	41,258	517,552

Md. Saju Miah		384,687	-	87,541
M/S. Techno Gas Services Ltd		-	521,063	-
M/S. Bangla Trac Ltd		-	-	12,041
M/S. Ajhaj Supply & Transport		-	-	21,548
M/S. Denmark Refrigeration Works		20,105	1,985,421	-
M/S. Pivot Engineering		2,635,217	-	12,015
M/S. Property Lift		-	25,418	72,154
M/S. Khan Associates		174,859	36,529	50,718
M/S. Bright Steel		-	2,985,427	32,105
M/S. Jubair Construction		745,128	2,049,819	-
M/S. Sarif Enterprise		-	-	215,487
	Total:	**8,255,027**	**10,458,510**	**1,487,690**

8.02 Advance Tax: Tk. 26,815,089

The above balance is made up as follows:

Particulars		**30-06-2017**	**30-06-2016**	**01-07-2015**
Opening Balance		22,292,760	10,465,219	10,465,219
Addition during the year		14,987,548	11,827,541	-
		37,280,308	**22,292,760**	**10,465,219**
Less: Adjustment during the year		10,465,219	-	-
	Total:	**26,815,089**	**22,292,760**	**10,465,219**

9.00 Cash and Cash Equivalents: Tk. 25,407,333

The above balance is made up as follows:

Particulars		**30-06-2017**	**30-06-2016**	**01-07-2015**
Cash in hand-Factory		1,985,417	521,329	1,254,876
Cash in hand-Head Office		1,754,706	1,230,116	3,542,084
Cash at Bank -Social Islami Bank Ltd.- FC A/C		-	-	16,879,072
Cash at Bank -Social Islami Bank Ltd.- S/D A/C		-	-	1,985,426
Cash at Bank -Islami Bank Ltd.- S/D A/C		2,581,537	656,174	-
Cash at Bank -Islami Bank Ltd.- C/D A/C		24,083	222,797	-
Cash at Bank -Islami Bank Ltd.- F/C A/C		1,514,236	11,264,913	-
Cash at Bank -Social Islami Bank Ltd.- C/D A/C		17,547,354	202,909	19,519,905
	Total:	**25,407,333**	**14,098,238**	**43,181,363**

The Bank balance are in agreement with respective bank statement balances.

10.00 Share Capital:

	30-06-2017	30-06-2016	01-07-2015
10.01 Authorized Share Capital:			
210,000,000 ordinary shares of Taka 10/= each.	**2,100,000,000**	**2,100,000,000**	**2,100,000,000**
10.02 Issued, subscribed, called-up and paid-up share capital:			
140,410,000 ordinary shares of Tk 10/= each fully paid-up	1,404,100,000	1,404,100,000	1,404,100,000
	1,404,100,000	**1,404,100,000**	**1,404,100,000**

The shareholding position of the company are as under:

Name	No. of shares	Percentages %	Amount in Tk
Lee Jung Kook	34,908,352	24.86%	349,083,520
Mrs. Shirin Faruk	6,950,000	4.95%	69,500,000
Rezaur Rahman Rajon	10,212,300	7.27%	102,123,000
Faiaz Kader	14,580,500	10.38%	145,805,000
Abid Mostafizur Rahman	6,950,000	4.95%	69,500,000
Al-Haj Abdul Kader Faruk	6,950,000	4.95%	69,500,000
Rezwana Rahman Rini	6,000,000	4.27%	60,000,000
Al-Haj Mustafizur Rahman	2,808,200	2.00%	28,082,000
Abdul Mannan	200,000	0.14%	2,000,000
Md. Motiur Rahman	500,000	0.36%	5,000,000
Ahmed Tawfiqur Rahman	500,000	0.36%	5,000,000
Md. Mizanur Rahman	200,000	0.14%	2,000,000
Global Shoes Ltd	1,000,000	0.71%	10,000,000
Farzana Rahman	500,000	0.36%	5,000,000
S.F Textile Industries Ltd.	9,330,648	6.65%	93,306,480
Total Spinning Mills Ltd.	6,820,000	4.86%	68,200,000
Sadman Textiles Mills Ltd.	6,950,000	4.95%	69,500,000
Rajon Textiles Mills Ltd.	6,450,000	4.59%	64,500,000
Better Life Hospital Ltd.	6,950,000	4.95%	69,500,000
Mrs. Kazi Hosnawara	3,700,000	2.64%	37,000,000
Samin Food & Beverage Industries Ltd.	6,950,000	4.95%	69,500,000
A.B.M. Tanvir Hossain	200,000	0.14%	2,000,000
Ruhul Kuddus Saikat	300,000	0.21%	3,000,000
Mohammad Maruf Bin Wali	300,000	0.21%	3,000,000

Shafiul Azam	100,000	0.07%	1,000,000
Howa Nur Begum	100,000	0.07%	1,000,000
Total	**140,410,000**	**100.00%**	**1,404,100,000**

11.00 Other Comprehensive Income (Foreign Exchange gain or Loss:Un-realized:) Tk. 169,327

The above balance is made up as follows:

Particulars	**Notes**	**30-06-2017**	**30-06-2016**	**01-07-2015**
Bills Receivable		176,083	85,361	185,641
Bills Payable		(12,475)	(17,752)	(22,519)
FC Account		5,719	4,172	3,150
Total:		**169,327**	**71,781**	**166,272**

12.00 Retained Earnings: Tk. 1,925,210,335

The above balance is made up as follows:

Particulars	**Notes**	**30-06-2017**	**30-06-2016**	**01-07-2015**
Opening balance		1,703,006,652	1,887,928,961	1,733,385,004
Profit share in associate (Tk. 1,753,849,507 X 8.8117%)	5.01	-	-	154,543,957
Add: Current year Profit		222,203,683	166,102,691	-
		1,925,210,335	2,054,031,652	1,887,928,961
Less: Dividend		-	351,025,000	-
Total:		**1,925,210,335**	**1,703,006,652**	**1,887,928,961**

13.00 Deferred Tax liabilites: Tk. 118,095,275

The above balance is made up as follows:

Particulars		**30-06-2017**	**30-06-2016**	**01-07-2015**
Opening balance		110,625,432	97,662,656	97,662,656
Addition during the year	**25.03**	7,469,843	12,962,776	-
Total:		**118,095,275**	**110,625,432**	**97,662,656**

14.00 Trade Payables: Tk. 88,769,710

The above balance is made up as follows:

Particulars	**30-06-2017**	**30-06-2016**	**01-07-2015**
R.N.Spinning Mills Limited	73,399,403	92,003,545	12,574,691
Chemitact BD Ltd	635,214	-	391,671
Jiangsu Gou Tai Ltd	3,992,102	8,655,110	9,684,292
T & T Ind Cor	3,654,829	3,298,754	2,665,514

Huntsman Sig (Pvt) Ltd	1,978,534	2,012,546	2,195,315
Rupsha Chemicals	1,351,971	798,561	856,000
Far Chemicals Ltd	3,745,182	33,542,108	75,396,876
	88,757,235	**140,310,624**	**103,764,359**
Add:Un-realized Loss	12,475	17,752	22,519
Total:	**88,769,710**	**140,328,376**	**103,786,878**

15.00 Current portion of Long Term Borrowings: Tk. Nil

This represent amount of term loan sanctioned by the Islami Bank Bangladesh Limited under the following form:

Particulars	**30-06-2017**	**30-06-2016**	**01-07-2015**
Hire Purchase Com. (IBBL)	-	-	101,619,025
Total:	**-**	**-**	**101,619,025**

16.00 Short Term Borrowings: Tk. 31,179,680

The above balance is made up as follows:

Particulars	**30-06-2017**	**30-06-2016**	**01-07-2015**
Bi- Moazel Commercial - SIBL	-	-	35,214,571
Murabaha TR - IBBL	11,974,513	11,861,316	-
MPI - IBBL	19,205,167	19,723,909	-
Trust Receipt - SIBL	-	-	43,599,451
Total:	**31,179,680**	**31,585,225**	**78,814,022**

16.01 The Islami Bank Bangladesh Limited sanctioned a composite working capital limit for Tk 65.00 crore to make stock of raw materials, work in process and finished goods in form of:

a) L/C limit for Tk 540.00 million

b) Bai-Murabaha & MPI for Tk 110.00 million

Terms and Conditions:

a) Rate of profit 11 % per annum

b) Validity upto 22.10.2017 but every year renewable.

17.00 Creditors & Accrues: Tk. 8,551,508

The above balance is made up as follows:

Particulars	Notes	30-06-2017	30-06-2016	01-07-2015
Gas Bill		3,185,418	2,793,148	3,752,570
Electricity Bill		55,617	45,213	44,254
Water Bill		7,152	8,985	8,124
Rent		2,000	1,000	1,000
Salary & Wages		4,354,874	2,595,063	4,422,532
MD's Remuneration and Fees		25,000	25,000	151,200
Sundry Creditors	17.01	771,447	867,471	3,456,591
Audit Fees		150,000	250,000	250,000
	Total:	**8,551,508**	**6,585,880**	**12,086,271**

17.01 Sundry Creditors: Tk. 771,447

The above balance is made up as follows:

Particulars		30-06-2017	30-06-2016	01-07-2015
M/S. Almunium Trade Centre		-	521,488	784,521
M/S. Crane View		-	210,512	1,254,847
M/S. Technocrate Enterprise		510,091	3,201	632,154
M/S. Omar Electrical Engineering Works		-	2,563	84,521
M/S Engineering Network Ltd		-	87,459	96,521
M/S Sriden Engineering Ltd		-	-	251,362
M/S.Challanger Elevator		19,718	32,012	102,541
M/S. Rainbow Printers		241,638	10,236	250,124
Total	**Total:**	**771,447**	**867,471**	**3,456,591**

18.00 Provision for Income Tax: Tk. 50,754,260

The above balance is made up as follows:

Particulars	Notes	30-06-2017	30-06-2016	01-07-2015
Opening Balance		33,937,958	28,317,324	28,317,324
Add:Income Tax charged	25.01	27,281,521	21,320,634	-
	Total:	61,219,479	49,637,958	28,317,324
Less: Adjustment during the year		10,465,219	15,700,000	-
		50,754,260	**33,937,958**	**28,317,324**

19.00 Export: Tk. 2,295,718,352

The above balance is made up as follows:

Particulars		30-06-2017	30-06-2016
Export		2,295,718,352	1,923,513,063
	Total:	**2,295,718,352**	**1,923,513,063**

19.01 Particualrs of Import,Export,Production and Stock in Quantity (Lbs) during the period:

Particulars	30-06-2017	30-06-2016
Opening Raw Materials - Yarn	3,252,824	3,627,694
Add: Purchase during the year	17,221,864	13,952,168
Total available	**20,474,688**	**17,579,862**
Less: Input to Production	16,277,374	14,327,038
Closing stock of Raw materials	**4,197,314**	**3,252,824**
Input to Production	16,277,374	14,327,038
Add:Opening WIP	106,893	79,526
	16,384,267	**14,406,564**
Less: Closing WIP	90,436	106,893
	16,293,831	**14,299,671**
Add:Opening Finished goods	820,894	863,935
	17,114,724	**15,163,606**
Less:Wastage	94,152	92,745
Finished goods available to Export	**17,020,572**	**15,070,861**
Less:Closing Finished goods	854,749	820,894
Export Quantity during the year	**16,165,823**	**14,249,967**

20.00 Cost of Export: Tk. 2,027,375,221

The above balance is made up as follows:

Particulars	Notes		30-06-2017	30-06-2016
Raw materials consumed-Yarn	20.01		1,626,921,717	1,224,004,454
Raw materials consumed-Chemicals	20.02		153,487,778	155,204,970
Packing materials consumed	20.03		5,333,549	4,920,367
			1,785,743,044	**1,384,129,791**
Work in process- opening			9,152,481	9,521,540
Work in process- closing			9,030,626	9,152,481
Change in work in process			**121,855**	**369,059**
Total consumption			**1,785,864,899**	**1,384,498,850**
Add: Manufacturing Overhead	20.04		99,370,997	94,871,073
Add: Depreciation			154,544,013	162,598,058
Cost of production			**2,039,779,909**	**1,641,967,981**
Finished goods - opening			95,218,619	106,520,589
Finished goods - closing			107,210,538	95,218,619
Change of finished goods stock			**(11,991,919)**	**11,301,970**
Cost of free issue			412,769	375,120
		Total:	**2,027,375,221**	**1,652,894,831**

20.01 **Raw materials consumed-Yarn: Tk. 1,626,921,717**

The above balance is made up as follows:

Particulars		30-06-2017	30-06-2016
Opening Stock		277,900,924	339,275,878
Add: Purchase during the year		1,768,541,860	1,162,629,500
Raw materials available for production		2,046,442,784	1,501,905,378
Less: Closing Stock		419,521,067	277,900,924
	Total:	**1,626,921,717**	**1,224,004,454**

20.02 **Raw materials consumed-Chemicals: Tk. 153,487,778**

The above balance is made up as follows:

Particulars		30-06-2017	30-06-2016
Opening Stock		75,428,715	115,214,942
Add: Purchase during the year		151,964,281	115,418,743
Chemicals available for Production		227,392,996	230,633,685
Less: Closing Stock		73,905,218	75,428,715
	Total:	**153,487,778**	**155,204,970**

20.03 **Packing materials consumed: Tk. 5,333,549**

The above balance is made up as follows:

Particulars		30-06-2017	30-06-2016
Opening Stock		2,754,196	2,430,137
Add: Purchase during the year		4,984,516	5,244,426
Packing materials available for packing		7,738,712	7,674,563
Less: Closing Stock		2,405,163	2,754,196
	Total:	**5,333,549**	**4,920,367**

20.04 Manufacturing overhead: Tk. 99,370,997

The above balance is made up as follows:

Particulars	Notes	30-06-2017	30-06-2016
Salary & Wages		41,521,964	39,542,154
Fuel, Water & Power		4,410,965	4,215,408
Printing & Stationary		918,541	512,468
Conveyance		413,857	410,235
Mobile bill		45,101	61,254
Store & Spares Consumed	6.06	5,180,626	4,765,928
Insurance		1,785,421	1,452,187
Gas Bill		37,208,143	36,180,843
C & F Expenses		5,652,107	5,521,540
Rent, Rates and Taxes		53,618	51,248
Repairs & Maintenance	20.04.A	2,118,809	2,102,389
Other Overhead		61,845	55,419
	Total:	**99,370,997**	**94,871,073**

20.04.A Repairs & Maintenance: Tk. 2,118,809

The above balance is made up as follows:

Particulars		30-06-2017	30-06-2016
Plant and Machinery		1,352,418	1,421,962
Building		715,293	635,217
Others		51,098	45,210
	Total:	**2,118,809**	**2,102,389**

21.00 Operating Expenses: Tk. 31,141,530

The above balance is made up as follows:

Particulars	Notes	30-06-2017	30-06-2016
Warehouse, Distribution & Selling Exp.	21.01	12,432,709	9,715,009
Administrative Expenses	21.02	18,708,821	17,649,691
	Total:	**31,141,530**	**27,364,700**

21.01 Warehouse, Distribution & Selling Exp.: Tk. 12,432,709

The above balance is made up as follows:

Particulars	30-06-2017	30-06-2016
Advertising Expenses	25,416	11,652
Salary & Welfare	5,954,163	4,798,560
Transportation and Handling Expenses	2,541,867	1,421,566
Repair and Maintenance	306,854	184,277
Rent	24,600	20,500
Electricity, Fuel & Water	45,187	41,254
Sales promotion Expenses	209,642	163,521
Traveling Expenses	1,542,108	1,254,068
Entertainment Expenses	493,521	521,403
Miscellaneous Expenses	72,415	95,214
Sample,Test & Analysis	241,051	235,412
Cost of free issue	412,769	375,120
Depreciation	563,116	592,462
Total:	**12,432,709**	**9,715,009**

21.02 Administrative Expenses: Tk. 18,708,821

The above balance is made up as follows:

Particulars	30-06-2017	30-06-2016
Salary & Welfare	6,921,867	6,352,107
MD's Remuneration	300,000	300,000
Postage & Telecommunication	339,521	412,517
Traveling, Haultage & passage	2,621,048	3,125,487
Repair & Maintenance	769,834	617,541
Vehicle Expenses	474,965	306,521
Electricity, Fuel & Water	819,652	772,105
Printing and Stationery	627,541	612,548
Rent, Rates and Taxes	3,066,295	2,352,105
Subscription & Donation	190,240	241,231
Entertainment	278,543	350,142
Legal & Professional Charge	384,521	384,521

Audit fees		400,000	250,000
Miscellaneous Expenses		109,741	64,512
News paper & periodical		85,116	120,241
Board Meeting attendance Fees		6,000	5,700
Depreciation		1,313,937	1,382,413
	Total:	**18,708,821**	**17,649,691**

22.00 Financial Expenses: Tk. 7,384,678

The above balance is made up as follows:

Particulars	**Note**	**30-06-2017**	**30-06-2016**
Interest on Loan	22.01	7,384,678	16,388,875
	Total:	**7,384,678**	**16,388,875**

22.01 Interest on loan: Tk. 7,384,678

The above balance is made up as follows:

Particulars	**30-06-2017**	**30-06-2016**
Interest on Long Term Project Investment	-	8,847,049
Interest on Bai-Moazel Commercial	-	1,571,743
Interest on MPI	3,410,528	1,418,791
Interest on Murabaha TR	3,974,150	2,003,258
Interest on Trust Receipts	-	2,548,034
Total:	**7,384,678**	**16,388,875**

23.00 Other non-operating income: Tk. 796,647

The above balance is made up as follows:

Particulars	**30-06-2017**	**30-06-2016**
Sale of Wastage	693,126	712,980
Foreign Exchange gain or Loss - Realized	103,521	27,798
Total:	**796,647**	**740,778**

24.00 Share of Profit of Associate: Tk. 26,341,477

The above balance is made up as follows:

Particulars		30-06-2017	30-06-2016
Share of Associate Profit during the period	24.01	26,341,477	(27,219,334)
	Total:	**26,341,477**	**(27,219,334)**

24.01 Share of Associate Profit during the period: Tk. 26,341,477

The above balance is made up as follows:

Particulars	Notes	30-06-2017	30-06-2016
Associate Profit during the period		298,936,708	(308,899,085)
Total No.of Share of Associate		297,382,450	247,818,709
No. of Share of Associate held by the Company		26,204,520	21,837,100
Percentage of holding in Asssociate Company		8.8117%	8.8117%
Share of Associate Profit during the period		**26,341,477**	**(27,219,334)**

25.00 Income Tax Expenses during the year: Tk. 34,751,364

The above balance is made up as follows:

Particulars	Notes	30-06-2017	30-06-2016
Current Tax during the year	25.01	27,281,521	21,320,634
Deferred Tax	25.03	7,469,843	12,962,776
	Total:	**34,751,364**	**34,283,410**

25.01 Current Tax during the year: Tk. 27,281,521

The above balance is made up as follows:

Particulars		Notes	30-06-2017	30-06-2016
Tax on Net Operating Income @15%			27,002,695	21,071,091
Tax on Non Operating Income @ 35%			278,826	249,543
Current Tax for the year 2014-2015		25.02	5,387,630	-
	Total:		**27,281,521**	**21,320,634**

25.02 Current Tax for the year 2014-2015: Tk. 5,387,630

The above balance is made up as follows:

Particulars		30-06-2017	30-06-2016
Assessment tax for the year 2014-2015		10,465,219	-
Less:Current Tax charged for the year 2014-2015		5,077,589	-
	Total:	**5,387,630**	**-**

25.03 Deferred Tax during the year: Tk. 7,469,843

The above balance is made up as follows:

Particulars	30-06-2017	30-06-2016
Carrying amount as Accounting base:		
Property, Plant & Equipment	1,752,126,466	1,892,301,988
Carrying amount as Tax base:		
Property, Plant & Equipment	964,824,630	1,154,799,106
Difference	787,301,836	737,502,882
Applicable Tax Rate	**15%**	**15%**
Deferred Tax liabilities at the end of period.	118,095,275	110,625,432
Opening balance	110,625,432	97,662,656
Deferred tax expenses/(income) for the year	**7,469,843**	**12,962,776**

26.00 Earnings Per Share (Basic EPS) : Tk. 1.58

The above balance is made up as follows:

Particulars		30-06-2017	30-06-2016
Net Profit after Tax (Numerator)		222,203,683	166,102,691
Weighted average no. of Shares (Denominator)		140,410,000	140,410,000
Earnings Per Share	**Total:**	**1.58**	**1.18**

27.00 Net Asset Value per Share (NAV): Tk. 23.71

The above balance is made up as follows:

Particulars		30-06-2017	30-06-2016
Net Asset Value		3,329,479,662	3,107,178,433
No. of Shares Outstanding		140,410,000	140,410,000
Net Asset Value per Share (NAV)	**Total:**	**23.71**	**22.13**

28.00 Net Operating Cash Flows per Share: Tk. 0.25

The above balance is made up as follows:

Particulars		30-06-2017	30-06-2016
Net Operating Cash Flows		35,344,862	564,895,912
No. of Shares Outstanding		140,410,000	140,410,000
Net Operating Cash Flows per Share	**Total:**	**0.25**	**4.02**

29.00 Disclosure as per requirment of Schedule XI, part II, note 5 of para 3

29.A Quantity wise schedule as required under Para 3, Schedule XI, Part II of the Companies Act, 1994

Quantity wise schedules of sales, raw material consumed and opening and closing stock of finished goods relating to the financial statements for the year ended June 30, 2017 are given below:

i) Sales

Particulars	01-07-2016 to 30-06-2017	01-07-2015 to 30-06-2016
Amount in Taka	2,295,718,352	1,923,513,063
Quantity in Lbs	16,165,823	14,249,967

ii) Raw Materials - Yarn Consumed in Quantities (Lbs):

	01-07-2016 to 30-06-2017	01-07-2015 to 30-06-2016
Opening Stock	3,252,824	3,627,694
Purchase	17,221,864	13,952,168
Total available	20,474,688	17,579,862
Less: Closing Stock	4,197,314	3,252,824
Raw Materials - consumed	**16,277,374**	**14,327,038**

iii) Particulars in respect of Opening Stock and Closing Stock of Inventories

Particulars	Opening Stock		Closing Stock	
	Quantity	Amount in Tk.	Quantity	Amount in Tk.
Raw Materials -Yarn	3,252,824 Lbs	277,900,924	4,197,314 Lbs	419,521,067
Raw Materials -Chemicals	607,541 Kg	75,428,715	605,418 Kg	73,905,218
Work in Process	106,893 Lbs	9,152,481	90,436 Lbs	9,030,626
Finished goods	820,894 Lbs	95,218,619	854,749 Lbs	107,210,538

29.B **Disclosure as per requirment of Schedule XI, part II, note 5 of para 3**

Employee Position (as on June 30, 2017)

Salary Range	Officer & Staff		Worker	Total Employee
	Factory	Head Office		
Below 5300	14	2	118	134
Above 5300	30	46	442	518
Total	**44**	**48**	**560**	**652**

29.C **Disclosure as per requirment of Schedule XI, part II, Para 4 of companies act 1994**

Payment to directors within the year ended 30.06.2017

Directors Remuneration & Fees: Tk. 306,000

Directors' are entitled Tk 300 as Board Meeting fee for attending each Board Meeting as per Articles of Association. The break down is as follows-

Name of Board of Directors	Designation	Director Remuneration	No. of Meeting attending	Fees	Amount in Taka
Mr. Faiaz Kader	Chairman	-	5	1,500	1,500
Mr. Lee Jung kook	Director	141,667	1	300	141,967
Mr. Rezaur Rahman Rajon	Director	-	5	1,500	1,500
Mr. Golam Azam Chowdhury (Representive of Rajon Textile Mills Ltd.	Managing Director	158,333	5	1,500	159,833
Mr. Abul Khair Manik (Representive of Total Spinning Mills Ltd	Director	-	2	600	600
Mr. Syed Md. Tajon Islam	Director	-	2	600	600
Total		**300,000**		**6,000**	**306,000**

29.D **Disclosure as per requirment of Schedule XI, part II, para 7**

Details of Capacity as given below:

Particulars	Attainable Capacity in Lbs	Actual Production in	Percentage of Capacity
Annual Production of Acrylic & Cotton Yarn Dyeing in Lbs	19,840,000	16,199,679	81.65%
Total	**19,840,000**	**16,199,679**	**81.65%**

30.00 **Capital Expediture Commitment:**

The Company has no capital expenditure commitment at the reporting date.

31.00 **Directors' interest in contracts with the company:**

There was no other transaction resulting in Directors' interest with the Company and no leasing facilities have been made available to the Directors which mentioned in accounts.

32.00 **Foreign remittances:**

No remittances was made in foreign currency on account of dividend, royalty, technical experts, professional advisor fees, interest, etc.

M. L. DYEING LIMITED
SCHEDULE OF FIXED ASSETS
AS AT JUNE 30, 2017

Annexure-A

Particulars	Cost			Rate of Dep. / Amortization (%)	Depreciation			Written Down Value as at 30-06-2017	Written Down Value as at 30-06-2016
	Balance as on 1st July 2016	Addition during the year	Balance as on 30th June 2017		Balance as on 1st July 2016	Charge during the year	Balance as on 30th June 2017		
Land & Land Development	20,149,436	-	20,149,436	0.00%	-	-	-	20,149,436	20,149,436
Factory Building	495,707,786	4,154,210	499,861,996	2.5%	68,698,024	10,740,154	79,438,178	420,423,818	427,009,762
Plant & Machinery	1,900,248,487	9,842,176	1,910,090,663	10%	670,820,509	123,557,934	794,378,443	1,115,712,220	1,229,427,978
Power Generator Set	132,735,868	-	132,735,868	10%	62,069,857	7,066,601	69,136,458	63,599,410	70,666,011
Electrical Installation	59,338,344	495,807	59,834,151	10%	15,841,968	4,380,624	20,222,592	39,611,559	43,496,376
Boiler	57,849,098	-	57,849,098	10%	24,737,716	3,311,138	28,048,854	29,800,244	33,111,382
Compresser	22,196,968	75,416	22,272,384	10%	6,854,531	1,538,957	8,393,488	13,878,896	15,342,437
Fork lift	5,521,489	-	5,521,489	10%	2,733,862	278,763	3,012,625	2,508,864	2,787,627
ETP Plant	52,394,129	-	52,394,129	10%	15,747,848	3,664,628	19,412,476	32,981,653	36,646,281
Gas Installation	7,372,265	-	7,372,265	10%	3,069,355	430,291	3,499,646	3,872,619	4,302,910
Air Condition Installation	7,443,460	-	7,443,460	10%	3,491,217	395,224	3,886,441	3,557,019	3,952,243
Telephone Installation	84,323	618,749	703,072	20%	30,688	88,071	118,759	584,313	53,635
Office Equipment	3,650,735	29,754	3,680,489	10%	1,320,339	234,899	1,555,238	2,125,251	2,330,396
Furniture & Fixture	2,627,455	1,029,432	3,656,887	20%	1,127,456	428,679	1,556,135	2,100,752	1,499,999
Motor Car	7,498,000	-	7,498,000	20%	5,972,485	305,103	6,277,588	1,220,412	1,525,515
Total	**2,774,817,843**	**16,245,544**	**2,791,063,387**		**882,515,855**	**156,421,066**	**1,038,936,921**	**1,752,126,466**	**1,892,301,988**

Allocation of depreciation

Manufacturing Expenses	98.80%	154,544,013
Administrative Expenses	0.84%	1,313,937
Selling & Distribution Expenses	0.36%	563,116
	100%	**156,421,066**

(b) **Information as is required under section 186 of the**কোম্পানি আইন, ১৯৯৪**relating to holding company;**

This information is not applicable for MLDL.

(c) **Selected ratios as specified in Annexure-D;**

Auditor's certificate regarding calculation of EPS and Raios

We have examined the following earnings per share (EPS) and other ratios of M.L. Dyeing Limited for the year ended June 30, 2017, 2016, 2015, 2014 and 2013 which have been produced by the management of the Company and provided to us. The preparation of the EPS and the other ratios is the responsibility of the Company's management. Our responsibility is to review them and certify as to whether they have been properly prepared using stated principle on the basis of audited financial statements for the year ended June 30, 2017, 2016, 2015, 2014 and 2013. Based on the review, we certify that the Company has properly prepared the following EPS and other ratios using stated principles on the basis of audited financial statements. Ratios pertinent to the prospectus are as specified in rule 4(1)(d)/Annexure-D of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.

Name of Ratio			30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
I.	**Liquidity Ratios:**						
	(i)	Current Ratio	8.46	5.68	4.24	4.84	2.75
	(ii)	Quick Ratio	4.82	3.33	2.42	2.58	1.73
II.	**Operating Efficiency Ratios:**						
	(i)	Accounts Receivable Turnover Ratio	2.99	2.68	2.04	2.60	3.41
	(ii)	Inventory Turnover Ratio	3.76	3.18	2.08	2.57	3.89
	(iii)	Asset Turnover Ratio	0.65	0.54	0.47	0.69	0.88
III.	**Profitability Ratios:**						
	(i)	Gross Margin Ratio	11.69%	14.07%	15.06%	27.45%	33.35%
	(ii)	Operating Profit Ratio	10.33%	12.65%	13.59%	26.39%	32.40%
	(iii)	Net Profit Ratio	9.68%	8.64%	10.90%	23.97%	26.82%
	(iv)	Return on Assets Ratio	6.30%	4.65%	5.11%	16.62%	23.61%
	(v)	Return on Equity Ratio	6.90%	5.19%	5.84%	20.22%	31.02%
	(vi)	Earnings Per Share (EPS)	1.58	1.18	1.33	4.06	4.85
	(vii)	Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	17.15%	21.20%	20.36%	31.70%	36.69%

IV. Solvency Ratios:						
(i)	Debt to Total Assets Ratio	0.01	0.01	0.05	0.08	0.11
(ii)	Debt to Equity Ratio	0.01	0.01	0.05	0.10	0.15
(iii)	Times Interest Earned Ratio	32.12	14.84	8.53	13.36	8.66
(iv)	Debt Service Coverage Ratio	50.53	2.47	2.35	6.47	1.82
V. Cash Flow Ratios:						
(i)	Net Operating Cash Flow per Share (NOCFPS)	0.25	4.02	5.79	1.02	4.89
(ii)	NOCFPS to EPS Ratio	0.16	3.40	4.35	0.25	0.50

We have examined the calculation of the above ratios of M.L. Dyeing Limited for the year ended 30 June 2017, 2016, 2015, 2014 and 2013 and found them correct.

Sd/-
Mahfel Huq& Co.
Chartered Accountants

Date: 18 September, 2017
Place: Dhaka

M.L. Dyeing Limited
Schedule of Common Ratio Analysis

Name of Ratio				30-Jun-17		30-Jun-16		30-Jun-15		30-Jun-14		30-Jun-13	
				Calculation	Result	Calculation	Result	Calculation	Result	Calculation	Result	Calculation	Result
I. Liquidity Ratios:													
(i)	Current Ratio	=	Current Assets / Current Liabilities	1,516,837,529 / 179,255,158	8.46	1,206,414,693 / 212,437,439	5.68	1,376,579,871 / 324,623,520	4.24	1,795,523,697 / 371,102,379	4.84	1,443,887,332 / 524,994,805	2.75
(ii)	Quick Ratio	=	Current Assets-Inventories-Advances, Deposits & Prepayments / Current Liabilities	864,851,810 / 179,255,158	4.82	708,310,287 / 212,437,439	3.33	786,864,944 / 324,623,520	2.42	958,713,252 / 371,102,379	2.58	909,765,056 / 524,994,805	1.73
II. Operating Efficiency Ratios:													
(i)	Accounts Receivable Turnover Ratio	=	Sales / Average Accounts Receivable	2,295,718,352 / 766,828,263	2.99	1,923,513,063 / 718,947,815	2.68	1,712,845,768 / 840,099,329	2.04	2,379,356,874 / 914,940,520	2.60	2,538,284,589 / 744,035,433	3.41
(ii)	Inventory Turnover Ratio	=	Cost of goods sold / Average Inventory	2,027,375,221 / 538,987,450	3.76	1,652,894,831 / 519,410,657	3.18	1,454,826,153 / 700,270,124	2.08	1,726,328,867 / 672,898,678	2.57	1,691,808,367 / 434,649,014	3.89
(iii)	Asset Turnover Ratio	=	Sales / Average Total Assets	2,295,718,352 / 3,528,535,700	0.65	1,923,513,063 / 3,572,361,357	0.54	1,712,845,768 / 3,654,566,697	0.47	2,379,356,874 / 3,431,102,456	0.69	2,538,284,589 / 2,883,699,937	0.88
III. Profitability Ratios:													
(i)	Gross Margin Ratio	=	Gross Profit / Sales	268,343,131 / 2,295,718,352	11.69%	270,618,232 / 1,923,513,063	14.07%	258,019,615 / 1,712,845,768	15.06%	653,028,007 / 2,379,356,874	27.45%	846,476,222 / 2,538,284,589	33.35%
(ii)	Operating Profit Ratio	=	Operating Profit / Sales	237,201,601 / 2,295,718,352	10.33%	243,253,532 / 1,923,513,063	12.65%	232,815,559 / 1,712,845,768	13.59%	628,024,068 / 2,379,356,874	26.39%	822,296,215 / 2,538,284,589	32.40%
(iii)	Net Profit Ratio	=	Profit after Tax / Sales	222,203,683 / 2,295,718,352	9.68%	166,102,691 / 1,923,513,063	8.64%	186,684,833 / 1,712,845,768	10.90%	570,292,855 / 2,379,356,874	23.97%	680,842,780 / 2,538,284,589	26.82%
(iv)	Return on Assets Ratio	=	Profit after Tax / Average Total Assets	222,203,683 / 3,528,535,700	6.30%	166,102,691 / 3,572,361,357	4.65%	186,684,833 / 3,654,566,697	5.11%	570,292,855 / 3,431,102,456	16.62%	680,842,780 / 2,883,699,937	23.61%
(v)	Return on Equity Ratio	=	Profit after Tax / Average Shareholder's Equity	222,203,683 / 3,218,329,048	6.90%	166,102,691 / 3,199,686,833	5.19%	186,684,833 / 3,198,782,085	5.84%	570,292,855 / 2,820,219,718	20.22%	680,842,780 / 2,194,639,496	31.02%
(vi)	Earnings Per Share (EPS)	=	Profit after Tax / Number of share	222,203,683 / 140,410,000	1.58	166,102,691 / 140,410,000	1.18	186,684,833 / 140,410,000	1.33	570,292,855 / 140,410,000	4.06	680,842,780 / 140,410,000	4.85
(vii)	Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	=	EBITDA / Sales	393,622,667 / 2,295,718,352	17.15%	407,826,465 / 1,923,513,063	21.20%	348,811,291 / 1,712,845,768	20.36%	754,293,049 / 2,379,356,874	31.70%	931,302,247 / 2,538,284,589	36.69%
IV. Solvency Ratios:													
(i)	Debt to Total Assets Ratio	=	Total Debt / Total Assets	31,179,680 / 3,626,830,095	0.01	31,585,225 / 3,430,241,304	0.01	180,433,047 / 3,714,481,409	0.05	301,760,480 / 3,594,651,985	0.08	371,428,580 / 3,267,552,926	0.11
(ii)	Debt to Equity Ratio	=	Total Debt / Total Shareholder's Equity	31,179,680 / 3,329,479,662	0.01	31,585,225 / 3,107,178,433	0.01	180,433,047 / 3,292,195,233	0.05	301,760,480 / 3,105,368,937	0.10	371,428,580 / 2,535,070,498	0.15
(iii)	Times Interest Earned Ratio	=	Operating Income / Interest Expenses	237,201,601 / 7,384,678	32.12	243,253,532 / 16,388,875	14.84	232,815,559 / 27,283,948	8.53	628,024,068 / 46,991,366	13.36	822,296,215 / 94,900,178	8.66
(iv)	Debt Service Coverage Ratio	=	EBITDA / Total Debt service cost	393,622,667 / 7,790,223	50.53	407,826,465 / 165,236,697	2.47	348,811,291 / 148,611,381	2.35	754,293,049 / 116,659,466	6.47	931,302,247 / 510,329,631	1.82
V. Cash flows Ratios:													
(i)	Net Operating Cash Flow per Share (NOCFPS)	=	Net operating cash flows / No. of outstanding Share	35,344,862 / 140,410,000	0.25	564,895,912 / 140,410,000	4.02	812,951,776 / 140,410,000	5.79	142,897,562 / 140,410,000	1.02	343,514,734 / 70,205,000	4.89
(ii)	NOCFPS to EPS Ratio	=	NOCFPS / Earnings per share	0.25 / 1.58	0.16	4.02 / 1.18	3.40	5.79 / 1.33	4.35	1.02 / 4.06	0.25	4.89 / 9.70	0.50

Comparison ratios with the industry average ratios of the same periods:

* Information for the year ended June 30, 2017 for the other listed Companies are not available. So, ratio comparison for the year June 30, 2017 is not possible.

M.L. Dyeing Limited		Industry Average ***	Remark/Explanation
Particulars	30-Jun-16 Ratio	30-Jun-16 Ratio	
I. Liquidity Ratios:			
(i) Current Ratio	5.68	3.53	MLDL's Current Ratio is better than the industry average current ratio because of relatively higher current assets.
(ii) Quick Ratio	3.33	2.66	MLDL's Ratio is better than the industry average ratio because of relatively higher current assets.
II. Operating Efficiency Ratios			
(i) Accounts Receivable Turnover Ratio	2.68	0.97	MLDL's Ratio is satisfactory as collection period is shorter.
(ii) Inventory Turnover Ratio	3.18	1.29	MLDL's Ratio is satisfactory as inventory is sold in shorter time.
(iii) Asset Turnover Ratio	0.54	0.20	MLDL's Ratio is satisfactory with the average industry ratio.
III. Profitability Ratios:			
(i) Gross Margin Ratio	14.07%	13.63%	MLDL's Ratio is satisfactory with the industry average ratio..
(ii) Operating Profit Ratio	12.65%	9.87%	MLDL's Ratio is satisfactory with the industry average ratio..
(iii) Net Profit Ratio	8.64%	4.04%	MLDL's Ratio is satisfactory with the industry average ratio.
(iv) Return on Assets Ratio	4.65%	1.53%	MLDL's Ratio is satisfactory with the industry average ratio.
(v) Return on Equity Ratio	5.19%	2.95%	MLDL's Ratio is satisfactory with the industry average ratio.
(vi) Earnings Per Share (EPS)	1.18	0.35	MLDL's Ratio is satisfactory with the industry average ratio.
(vii)Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	21.20%	14.99%	MLDL's Ratio is satisfactory with the industry average ratio.

IV. Solvency Ratios:			
(i) Debt to Total Asset Ratio	0.01	0.74	MLDL's Ratio is satisfactory as debt burden is lower than assets.
(ii) Debt to Equity Ratio	0.01	0.28	MLDL's Ratio is lower as debt burden is lower than equity.
(iii) Times Interest Earned Ratio	14.84	3.41	MLDL's Ratio is satisfactory with the industry average ratio as operating profit is sufficient to pay for financial expense.
(iv) Debt Service Coverage Ratio	2.47	Not Available	MLDL's Ratio is satisfactory as net operating profit is sufficient to pay interest and principal of long term debt.
V. Cash Flow Ratios:			
(i) Net Operating Cash Flow per Share (NOCFPS)	4.02	0.44	MLDL's Ratio is satisfactory as Net Operating Cash Flow is positive.
(ii) NOCFPS to EPS Ratio	3.40	(0.06)	MLDL's Ratio is satisfactory as Net Operating Cash Flow is positive.

*** The Industry average ratio is calculated through using the ratio of 5 listed similar companies namely Shepherd Industries Ltd., Nurani Dyeing & Sweater Ltd., Anlima Yarn Deying Ltd., Dragon Sweater and Spinning Ltd. And Tung Hai Knitting and Dyeing Ltd. for the year ended June 30, 2016. (Source: Annual Report)

M.L. Dyeing Limited		**Industry Average *****	**Remark/ Explanation**
Particulars	**30-Jun-15**	**2015**	
	Ratio	**Ratio**	
I. Liquidity Ratios:			
(i) Current Ratio	4.24	1.36	MLDL's Current Ratio is better than the industry average current ratio because of relatively higher current assets.
(ii) Quick Ratio	2.42	0.79	MLDL's Ratio is better than the industry average ratio because of relatively higher current assets.
II. Operating Efficiency Ratios			
(i) Accounts Receivable Turnover Ratio	2.04	2.22	MLDL's Ratio is satisfactory as collection period is shorter.
(ii) Inventory Turnover Ratio	2.08	2.06	MLDL's Ratio is satisfactory as inventory is sold in shorter time.
(iii) Asset Turnover Ratio	0.47	0.40	MLDL's Ratio is satisfactory with the average industry ratio.
III. Profitability Ratios:			
(i) Gross Margin Ratio	15.06%	16.67%	MLDL's Ratio is satisfactory with the industry average ratio..

(ii) Operating Profit Ratio	13.59%	12.29%	MLDL's Ratio is satisfactory with the industry average ratio.
(iii) Net Profit Ratio	10.90%	7.89%	MLDL's Ratio is satisfactory with the industry average ratio.
(iv) Return on Assets Ratio	5.11%	4.14%	MLDL's Ratio is satisfactory with the industry average ratio.
(v) Return on Equity Ratio	5.84%	6.96%	MLDL's Ratio is satisfactory with the industry average ratio.
(vi) Earnings Per Share (EPS)	1.33	0.99	MLDL's Ratio is satisfactory with the industry average ratio.
(vii)Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	20.36%	17.30%	MLDL's Ratio is satisfactory with the industry average ratio.
IV. Solvency Ratios:			
(i) Debt to Total Asset Ratio	0.05	0.23	MLDL's Ratio is satisfactory as debt burden is lower than assets.
(ii) Debt to Equity Ratio	0.05	0.29	MLDL's Ratio is lower as debt burden is lower than equity.
(iii) Times Interest Earned Ratio	8.53	3.17	MLDL's Ratio is satisfactory with the industry average ratio as operating profit is sufficient to pay for financial expense.
(iv) Debt Service Coverage Ratio	2.35	Not Available	MLDL's Ratio is satisfactory as net operating profit is sufficient to pay interest and principal of long term debt.
V. Cash Flow Ratios:			
(i) Net Operating Cash Flow per Share (NOCFPS)	5.79	1.37	MLDL's Ratio is satisfactory as Net Operating Cash Flow is positive.
(ii) NOCFPS to EPS Ratio	4.35	1.10	MLDL's Ratio is satisfactory as Net Operating Cash Flow is positive.

*** The Industry average ratio is calculated through using the ratio of 4 listed similar companies namely., Nurani Dyeing & Sweater Ltd. for the year ended 31st March 2015, Anlima Yarn Deying Ltd. for the year ended June 30, 2015, Dragon Sweater and Spinning Ltd. And Tung Hai Knitting and Dyeing Ltd. for the year ended December 31, 2015. (Source: Annual Report)

M.L. Dyeing Limited		Industry Average ***	Remark/ Explanation
Particulars	30-Jun-14	2014	
	Ratio	Ratio	
I. Liquidity Ratios:			
(i) Current Ratio	4.84	2.95	MLDL's Current Ratio is better than the industry average current ratio because of relatively higher current assets.
(ii) Quick Ratio	2.58	2.12	MLDL's Ratio is better than the industry average ratio because of relatively higher current assets.
II. Operating Efficiency Ratios			
(i) Accounts Receivable Turnover Ratio	2.60	1.77	MLDL's Ratio is satisfactory as collection period is shorter.
(ii) Inventory Turnover Ratio	2.57	1.52	MLDL's Ratio is satisfactory as inventory is sold in shorter time.
(iii) Asset Turnover Ratio	0.69	0.32	MLDL's Ratio is satisfactory with the average industry ratio.
III. Profitability Ratios:			
(i) Gross Margin Ratio	27.45%	13.65%	MLDL's Ratio is satisfactory with the industry average ratio.
(ii) Operating Profit Ratio	26.39%	10.32%	MLDL's Ratio is satisfactory with the industry average ratio.
(iii) Net Profit Ratio	23.97%	5.58%	MLDL's Ratio is satisfactory with the industry average ratio.
(iv) Return on Assets Ratio	16.62%	2.92%	MLDL's Ratio is satisfactory with the industry average ratio.
(v) Return on Equity Ratio	20.22%	5.32%	MLDL's Ratio is satisfactory with the industry average ratio.
(vi) Earnings Per Share (EPS)	4.06	0.70	MLDL's Ratio is satisfactory with the industry average ratio.
(vii)Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	31.70%	9.25%	MLDL's Ratio is satisfactory with the industry average ratio.
IV. Solvency Ratios:			
(i) Debt to Total Asset Ratio	0.08	0.20	MLDL's Ratio is satisfactory as debt burden is lower than assets.
(ii) Debt to Equity Ratio	0.10	0.36	MLDL's Ratio is lower as debt burden is lower than equity.
(iii) Times Interest Earned Ratio	13.36	1.61	MLDL's Ratio is satisfactory with the industry average ratio as operating profit is sufficient to pay for financial expense.
(iv) Debt Service Coverage Ratio	6.47	Not Available	MLDL's Ratio is satisfactory as net operating profit is sufficient to pay interest and principal of long term debt.

V. Cash Flow Ratios:			
(i) Net Operating Cash Flow per Share (NOCFPS)	1.02	1.73	MLDL's Ratio is satisfactory as Net Operating Cash Flow is positive.
(ii) NOCFPS to EPS Ratio	0.25	1.46	MLDL's Ratio is satisfactory as Net Operating Cash Flow is positive.

*** The Industry average ratio is calculated through using the ratio of 5 listed similar companies namely Shepherd Industries Ltd. for the year ended 31st December 2014, Nurani Dyeing& Sweater Ltd. for the year ended 31st March 2014, Anlima Yarn Deying Ltd. for the year ended June 30, 2014, Dragon Sweater and Spinning Ltd. And Tung Hai Knitting and Dyeing Ltd. for the year ended December 31, 2014. (Source: Annual Report)

M.L. Dyeing Limited		**Industry Average *****	**Remark/ Explanation**
Particulars	**30-Jun-13**	**2013**	
	Ratio	**Ratio**	
I. Liquidity Ratios:			
(i) Current Ratio	2.75	1.79	MLDL's Current Ratio is better than the industry average current ratio because of relatively higher current assets.
(ii) Quick Ratio	1.73	1.28	MLDL's Ratio is better than the industry average ratio because of relatively higher current assets.
II. Operating Efficiency Ratios			
(i) Accounts Receivable Turnover Ratio	3.41	1.57	MLDL's Ratio is satisfactory as collection period is shorter.
(ii) Inventory Turnover Ratio	3.89	1.59	MLDL's Ratio is satisfactory as inventory is sold in shorter time.
(iii) Asset Turnover Ratio	0.88	0.33	MLDL's Ratio is satisfactory with the average industry ratio.
III. Profitability Ratios:			
(i) Gross Margin Ratio	33.35%	13.62%	MLDL's Ratio is satisfactory with the industry average ratio.
(ii) Operating Profit Ratio	32.40%	10.45%	MLDL's Ratio is satisfactory with the industry average ratio.
(iii) Net Profit Ratio	26.82%	5.58%	MLDL's Ratio is satisfactory with the industry average ratio.
(iv) Return on Assets Ratio	23.61%	3.00%	MLDL's Ratio is satisfactory with the industry average ratio.
(v) Return on Equity Ratio	31.02%	6.30%	MLDL's Ratio is satisfactory with the industry average ratio.
(vi) Earnings Per Share (EPS)	4.85	1.14	MLDL's Ratio is satisfactory with the industry average ratio.
(vii)Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	36.69%	9.52%	MLDL's Ratio is satisfactory with the industry average ratio.

IV. Solvency Ratios:			
(i) Debt to Total Asset Ratio	0.11	0.27	MLDL's Ratio is satisfactory as debt burden is lower than assets.
(ii) Debt to Equity Ratio	0.15	0.55	MLDL's Ratio is lower as debt burden is lower than equity.
(iii) Times Interest Earned Ratio	8.66	1.55	MLDL's Ratio is satisfactory with the industry average ratio as operating profit is sufficient to pay for financial expense.
(iv) Debt Service Coverage Ratio	1.82	Not Available	MLDL's Ratio is satisfactory as net operating profit is sufficient to pay interest and principal of long term debt.
V. Cash Flow Ratios:			
(i) Net Operating Cash Flow per Share (NOCFPS)	4.89	1.28	MLDL's Ratio is satisfactory as Net Operating Cash Flow is positive.
(ii) NOCFPS to EPS Ratio	0.50	0.83	MLDL's Ratio is satisfactory as Net Operating Cash Flow is positive.

*** The Industry average ratio is calculated through using the ratio of 5 listed similar companies namely Shepherd Industries Ltd. for the year ended 31st December 2013, Nurani Dyeing& Sweater Ltd. for the year ended 31st March 2013, Anlima Yarn Deying Ltd. for the year ended June 30, 2013, Dragon Sweater and Spinning Ltd. And Tung Hai Knitting and Dyeing Ltd. for the year ended December 31, 2013. (Source: Annual Report)

(d) **Auditors report under Section 135(1), Para 24(1) of PartII of Schedule III of the**কোম্পানি আইন, ১৯৯৪**. The reportshall include comparative income statements and balancesheet and aforementioned ratios for immediate precedingfive accounting years of the issuer. If the issuer has beenin commercial operation for less than five years, theabove mentioned inclusion and submission will have tobe made for the period since commercial operation;**

M.L. Dyeing Limited
Auditors' Report under section 135(1) and paragraph 24(1) of Part -II of Schedule-III of the Companies Act 1994.

We have examined the financial statements of M.L. Dyeing Limited for the years ended June 30, 2017, 2016, 2015, 2014 and 2013. Financial statement for the year ended June 30, 2017 and June 30, 2016 was audited by us. Financial statement for the year ended June 30, 2015 and 2014 were audited by Ahmad & Ahktar, Chartered Accountants and for the year ended June 30, 2013 were audited by M/S. Shiraz Khan Basak & Co., Chartered Accountants. In pursuance of Section-135 (1) and Para-24 (1) of Part-II of Schedule-III of the Companies Act 1994, our report is as under:

A. Statement of Assets and Liabilities:

	As At				
	30-Jun-17	**30-Jun-16**	**30-Jun-15**	**30-Jun-14**	**30-Jun-13**
Fixed Assets:		(Re-stated)	(Re-stated)	(Re-stated)	(Re-stated)
Non-Current Assets					
Property, Plant & Equipment	1,752,126,466	1,892,301,988	1,966,402,617	1,451,796,105	1,557,626,072
Investment in Associate company	357,866,100	331,524,623	358,743,957	347,332,183	266,039,522
Capital wrok-in-progress	-	-	12,754,964	-	-
Total Non-Current Assets	**2,109,992,566**	**2,223,826,611**	**2,337,901,538**	**1,799,128,288**	**1,823,665,594**
Current Assets:					
Inventories	614,768,683	463,206,216	575,615,098	824,925,150	520,872,205
Trade and Other Receivable	839,444,477	694,212,049	743,683,581	936,515,077	893,365,963
Advance, Deposits & Prepayments	37,217,036	34,898,190	14,099,829	11,885,295	13,250,071
Cash & Cash Equivalents	25,407,333	14,098,238	43,181,363	22,198,175	16,399,093
Total Current Assets	**1,516,837,529**	**1,206,414,693**	**1,376,579,871**	**1,795,523,697**	**1,443,887,332**
Total Assets	**3,626,830,095**	**3,430,241,304**	**3,714,481,409**	**3,594,651,985**	**3,267,552,926**

Equity & Liabilities:					
Capital and Reserves					
Share Capital	1,404,100,000	1,404,100,000	1,404,100,000	1,404,100,000	702,050,000
Other Comprehensive Income	169,327	71,781	166,272	24,809	19,225
Retained Earnings	1,925,210,335	1,703,006,652	1,887,928,961	1,701,244,128	1,833,001,273
	3,329,479,662	**3,107,178,433**	**3,292,195,233**	**3,105,368,937**	**2,535,070,498**
Non-Current Liabilities:					
Long Term Loan from Bank	-	-	-	112,542,876	207,487,623
Deferred Tax Liabilities	118,095,275	110,625,432	97,662,656	5,637,793	-
Total Non-Current Liabilities	**118,095,275**	**110,625,432**	**97,662,656**	**118,180,669**	**207,487,623**
Current Liabilities:					
Trade and Other Payable	88,769,710	140,328,376	103,786,878	76,516,988	204,287,053
Current portion of Long Term Borrowings	-	-	101,619,025	108,000,000	108,000,000
Short term Borrowings	31,179,680	31,585,225	78,814,022	81,217,604	55,940,957
Creditors & Accrues	8,551,508	6,585,880	12,086,271	11,162,906	9,624,171
Provision for Income tax	50,754,260	33,937,958	28,317,324	94,204,881	147,142,624
Total Current Liabilities	**179,255,158**	**212,437,439**	**324,623,520**	**371,102,379**	**524,994,805**
Total Current and Non-Current Liabilities	**297,350,433**	**323,062,871**	**422,286,176**	**489,283,048**	**732,482,428**
Total Equity and Liabilities	**3,626,830,095**	**3,430,241,304**	**3,714,481,409**	**3,594,651,985**	**3,267,552,926**
Net Asset Value (NAV) Per Share	**23.71**	**22.13**	**23.45**	**22.12**	**36.11**

B. Statement of Operating Result:

	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
		(Re-stated)	(Re-stated)	(Re-stated)	(Re-stated)
Export	**2,295,718,352**	**1,923,513,063**	**1,712,845,768**	**2,379,356,874**	**2,538,284,589**
Less: Cost of Export	2,027,375,221	1,652,894,831	1,454,826,153	1,726,328,867	1,691,808,367
Gross Profit	**268,343,131**	**270,618,232**	**258,019,615**	**653,028,007**	**846,476,222**
Less: Operating Expenses	31,141,530	27,364,700	25,204,056	25,003,939	24,180,007
Operating Income	**237,201,601**	**243,253,532**	**232,815,559**	**628,024,068**	**822,296,215**
Less: Financial Expenses	7,384,678	16,388,875	27,283,948	46,991,366	94,900,178
Net Operating Income	**229,816,923**	**226,864,657**	**205,531,611**	**581,032,702**	**727,396,037**
Add: Other non-operating Income	796,647	740,778	878,754	1,216,305	1,146,604
Add: Share of Profit/Loss of associate	26,341,477	(27,219,334)	11,411,774	81,292,661	61,839,522
Net Profit before tax	**256,955,047**	**200,386,101**	**217,822,139**	**663,541,668**	**790,382,163**
Income tax expenses	**34,751,364**	**34,283,410**	**31,137,306**	**93,248,813**	**109,539,383**
Current Tax	27,281,521	21,320,634	5,077,589	87,611,020	109,539,383
Deferred Tax	7,469,843	12,962,776	26,059,717	5,637,793	-
Net Profit after tax	**222,203,683**	**166,102,691**	**186,684,833**	**570,292,855**	**680,842,780**
Add:Other Comprehensive Income	169,327	71,781	166,272	24,809	19,225
Total Comprehensive Income	**222,373,010**	**166,174,472**	**186,851,105**	**570,317,664**	**680,862,005**
Earnings per Share (Adjusted)	**1.58**	**1.18**	**1.33**	**4.06**	**4.85**

C. Dividend Declared:

Particulars	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
Cash dividend-%	Nil	Nil	25%	Nil	Nil
Stock dividend (Bonus shares) %	Nil	Nil	Nil	Nil	100%

D. M.L. Dyeing Limited was incorporated in Bangladesh as a Private Limited Company with the issuance of certificate of incorporation bearing registration No. C-42701(2060)/2001 dated on March 21, 2001 the Registrar of Joint Stock Companies and Firms (RJSC). The comapany converted into Public limited company on June 02, 2010.

E. The Company started commercial operation in July 01, 2002

F. No proceeds or part of proceeds of the issue of shares were applied directly by the comapany in purchase of any business except investment in associate.

G. The company has no subsidiary as on the balance sheet date.

H. Carrying Value of Investment in Associate and proportioned profit of associate has been included in restated respected year's Statement of Asset & Liabilities and Statement of Operating result;

I. The company did not prepare any statement of accounts for the period subsequent to June 30, 2017.

J. Figures related to previous years have been rearranged wherever considered necessary.

Sd/-
Mahfel Huq & Co.
Chartered Accountants

Date: September 18, 2017
Place: Dhaka

(e) **Financial spread sheet analysis for the latest auditedfinancial statements;**

M.L. DYEING LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2017

ASSETS		Percentage on Total Assets	Grand Total
Non-Current Assets	**2,109,992,566**		**58.18%**
Property, Plant & Equipment	**1,752,126,466**	**48.31%**	
Land & Land Development	20,149,436	0.56%	
Factory Building	420,423,818	11.59%	
Plant & Machinery	1,115,712,220	30.76%	
Power Generator Set	63,599,410	1.75%	
Electrical Installation	39,611,559	1.09%	
Boiler	29,800,244	0.82%	
Compresser	13,878,896	0.38%	
Fork lift	2,508,864	0.07%	
ETP Plant	32,981,653	0.91%	
Gas Installation	3,872,619	0.11%	
Air Condition Installation	3,557,019	0.10%	
Telephone Installation	584,313	0.02%	
Office Equipment	2,125,251	0.06%	
Furniture & Fixture	2,100,752	0.06%	
Motor Car	1,220,412	0.03%	
Investment in Associate Company	**357,866,100**	**9.87%**	
Current Assets	**1,516,837,529**		**41.82%**
Inventories	**614,768,683**	**16.95%**	
Raw Materials - Yarn	419,521,067	11.57%	
Raw Materials - Chemicals	73,905,218	2.04%	
Work in process	9,030,626	0.25%	
Packing Materials	2,405,163	0.07%	
Finished goods	107,210,538	2.96%	
Store items	2,696,071	0.07%	
Trade and other Receivables	**839,444,477**	**23.15%**	
Advance, Deposits and Prepayments	**37,217,036**	**1.03%**	
Titas Gas	1,868,000	0.05%	
Electricity	278,920	0.01%	
Sundry Advances	8,255,027	0.23%	
Advance Income Tax	26,815,089	0.74%	
Cash and Cash Equivalents	25,407,333	**0.70%**	
Total Assets	**3,626,830,095**		**100.00%**
EQUITY AND LIABILITIES			
Capital and Reserves	**3,329,479,662**		**91.80%**
Share Capital	1,404,100,000	38.71%	
Other Comprehensive Income	169,327	0.005%	
Retained Earnings	1,925,210,335	53.08%	
Total Non-Current Liabilities	**118,095,275**		**3.26%**
Deferred Tax Liabilites	118,095,275	3.26%	
Current Liabilities	**179,255,158**		**4.95%**
Trade and other Payables	88,769,710	2.45%	
Short term Borrowings	31,179,680	0.86%	
Creditors & Accrues	**8,551,508**	0.24%	

Gas Bill	3,185,418	0.09%	
Electricity Bill	55,617	0.0015%	
Water Bill	7,152	0.0002%	
Rent	2,000	0.0001%	
Salary & Wages	4,354,874	0.12%	
Director Remuneration and Fees	25,000	0.0007%	
Sundry Creditors	771,447	0.02%	
Audit Fees	150,000	0.0041%	
Provision for Income Tax	50,754,260	1.40%	
Total Equity and Liabilities	**3,626,830,095**		**100.00%**

M.L. DYEING LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE PERIOD FORM July 01, 2016 TO June 30, 2017

Particulars	Period ended June 30, 2017	Percentage on Total Turnover	Grand Total
Trunover	**2,295,718,352**		**100.00%**
Export	2,295,718,352		
Less: Cost of Export	**2,027,375,221**		**88.31%**
Raw materials consumed-Yarn	1,626,921,717	70.87%	
Raw materials consumed-Chemicals	153,487,778	6.69%	
Packing materials consumed	5,333,549	0.23%	
	1,785,743,044		
Add: Opening Work in process	9,152,481		
Less: Closing Work in process	9,030,626		
Change in work in process	**121,855**		
Total consumption	**1,785,864,899**		
Add: Manufacturing Overhead	99,370,997	4.33%	
Add: Depreciation	154,544,013	6.73%	
Cost of production	**2,039,779,909**		**88.85%**
Add: Finished Goods - opening	95,218,619		
Less: Finished Goods - Closing	107,210,538		
Change of finished goods stock	**(11,991,919)**		
Less: Cost of free issue	412,769	0.02%	
Cost of Export	2,027,375,221		
Gross Profit	**268,343,131**		**11.69%**
Less: Operating Expenses	31,141,530		**1.36%**
Warehouse, Distribution & Selling Exp.	12,432,709	0.54%	
Administrative Expenses	18,708,821	0.81%	
Operating Income	**237,201,601**		**10.33%**
Financial Expenses	7,384,678		**0.32%**
Net operating Income	**229,816,923**		**10.01%**
Add: Other non-operating income	796,647		**0.03%**
Add: Share of Profit/Loss of Associate	26,341,477		**1.15%**
Net profit before tax	**256,955,047**		**11.19%**
Income Tax Expenses	**34,751,364**		**1.51%**
Current tax	27,281,521	1.19%	
Deferred tax	7,469,843	0.33%	
Net Profit after tax	**222,203,683**		**9.68%**
Add: Other Comprehensive Income	169,327		**0.01%**
Total Comprehensive Income	**222,373,010**		**9.69%**

Financial Worksheet Analysis
for the year ended June 30, 2017

Particulars	Trial Balance		Adjustment		Adjusted Trial balance		Stament of Profit or Loss and other Comprehensive Income		Statement of changes in Equity (Retained Earnings)		Statement of Financial Position	
	Dr.	Cr.	Dr.	Cr.	Dr.	Cr.	Dr.	Cr.	Dr.	Cr.	Dr.	Cr.
Property, Plant & Equipment	2,791,063,387		-	-	2,791,063,387	-	-	-	-	-	2,791,063,387	-
Accumulated depreciation	-	882,515,855	-	156,421,066	-	1,038,936,921	-	-	-	-	-	1,038,936,921
Investment in Associate Company	331,524,623	-	26,341,477	-	357,866,100	-	-	-	-	-	357,866,100	-
Inventories	614,768,683	-	-	-	614,768,683	-	-	-	-	-	614,768,683	-
Trade Receivables	839,268,394	-	176,083	-	839,444,477	-	-	-	-	-	839,444,477	-
Advance, Deposits and Prepayments	37,217,036	-	-	-	37,217,036	-	-	-	-	-	37,217,036	-
Cash and Cash Equivalents	25,401,614	-	5,719	-	25,407,333	-	-	-	-	-	25,407,333	-
Share Capital	-	1,404,100,000	-	-	-	1,404,100,000	-	-	-	-	-	1,404,100,000
Other Comprehensive Income	-		-	169,327	-	169,327	-	-	-	-	-	169,327
Opening Retained Earnings	-	1,703,006,652	-	-	-	1,703,006,652	-	-	-	1,703,006,652	-	-
Deferred Tax Liabilites	-	118,095,275	-	-	-	118,095,275	-	-	-	-	-	118,095,275
	-		-	-	-	-	-	-	-	-	-	-
Trade Payables	-	88,757,235	-	12,475	-	88,769,710	-	-	-	-	-	88,769,710
Short term Borrowings	-	31,179,680	-	-	-	31,179,680	-	-	-	-	-	31,179,680
Creditors & Accrues	-	771,447	-	7,780,061	-	8,551,508	-	-	-	-	-	8,551,508
Provision for Income Tax	-	50,754,260	-	-	-	50,754,260	-	-	-	-	-	50,754,260
	-		-	-	-	-	-	-	-	-	-	-
Export	-	2,295,718,352	-	-	-	2,295,718,352	-	2,295,718,352	-	-	-	-
Cost of Export	1,866,330,524	-	161,044,697	-	2,027,375,221	-	2,027,375,221	-	-	-	-	-
Warehouse, Distribution & Selling Exp.	11,355,887	-	1,076,822	-	12,432,709	-	12,432,709	-	-	-	-	-
Administrative Expenses	16,629,213	-	2,079,608	-	18,708,821	-	18,708,821	-	-	-	-	-
Financial Expenses	7,384,678	-	-	-	7,384,678	-	7,384,678	-	-	-	-	-
Other non-operating income		796,647	-	26,341,477	-	27,138,124	-	27,138,124	-	-	-	-
Current tax	27,281,521	-	-	-	27,281,521	-	27,281,521	-	-	-	-	-
Deferred tax	7,469,843	-	-	-	7,469,843	-	7,469,843	-	-	-	-	-
	6,575,695,403	6,575,695,403	190,724,406	190,724,406	6,766,419,809	6,766,419,809	-	-	-	-	-	-
Net Profit							222,203,683		-	222,203,683	-	-
							2,322,856,476	2,322,856,476	-	-	-	-
Closing Retained Earnings									1,925,210,335	-	-	1,925,210,335
									1,925,210,335	1,925,210,335	4,665,767,016	4,665,767,016

(f) **Earnings Per Share (EPS) on fully diluted basis (with thetotal existing number of shares) in addition to theweighted average number of shares basis. Futureprojected Net Income should not be considered whilecalculating the weighted average EPS;**

Audited financial statement for the year ended June 30, 2017

Particulars	Amount in Taka
Net Profit after Tax	222,203,683
Total existing number of Share	140,410,000
Weighted average number of Share	140,410,000
Earnings per Share (EPS)-Fully Diluted Basis	**1.58**
Earnings per Share (EPS)-Weighted average no. of Share basis	**1.58**

(g) **All extra-ordinary income or non-recurring incomecoming from other than core operations should be shownseparately while showing the Net Profit as well as theEarnings Per Share;**

Audited financial statement for the year ended June 30, 2017

Particulars	Amount in Taka
Net Profit before Tax	**256,955,047**
Less: Other Income	796,647
Profit before Tax except Other Income	**256,158,400**
Less: Income Tax Expenses	34,751,364
Net Profit after Tax	**221,407,036**
No. of shares	140,410,000
Earnings per Share (EPS)	**1.58**

(h) **Quarterly or half-yearly EPS should not be annualizedwhile calculating the EPS;**

This information is not applicable for MLDL.

(i) **Net asset value (with and without considering revaluation surplus or reserve) per unit of the securities being offered atthe date of the latest audited statement of financial position.**

The Company has not revalued any of its assets.

Audited financial statement for the year ended June 30, 2017

Particulars	Amount in Taka
Share Capital	1,404,100,000
Other Comprehensive Income	169,327
Retained Earnings	1,925,210,335
Total Shareholders' Equity (without revaluation reserve)	**3,329,479,662**
Total Number of Ordinary Share	140,410,000
Net Asset Value (NAV) (without revaluation reserve) at BDT 10.00 per share	**23.71**

(j) **The Commission may require the issuer to re-audit theaudited financial statements, if any deficiency or anomaly isfound in the financial statements. In such a case, cost ofaudit should be borne by the concerned issuer.**

This information is not applicable for MLDL.

(k) **Following statements for the last five years or any shorterperiod of commercial operation certified by the auditors:-**

(i) Statement of long term and short term borrowingsincluding borrowing from related party or connectedpersons with rate of interest and interest paid or accrued;

Certification on statement of long term and short term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued of M.L Dyeing Limited;

After due verification, we certify that the long term and short term borrowings including borrowing from related party or connectedpersons with rate of interest and interest paid or accrued of M.L Dyeing Limited. for the last five years made up as follows:

For the period from 1st July, 2016 to June 30, 2017

Name of Parties	Nature of Relationship	Nature of Borrowings	Balance as on June 30, 2017	Rate of Interest	Interest Paid (BDT)	Interest Accrued (BDT)
Islami Bank BD Ltd.	Lender	Short Term	31,179,680	11.00%	7,384,678	7,384,678
Grand Total			**31,179,680**		**7,384,678**	**7,384,678**

For the year ended June 30,2016

Name of Parties	Nature of Relationship	Nature of Borrowings	Balance as on June 30, 2016	Rate of Interest	Interest Paid (BDT)	Interest Accrued (BDT)
Islami Bank BD Ltd.	Lender	Long Term	-	12.00%	3,016,037	3,016,037
Islami Bank BD Ltd.	Lender	Short Term	31,585,225	12.00%	3,422,049	3,422,049
Social Islami Bank Ltd.	Lender	Long Term	-	13.00%	5,831,012	5,831,012
Social Islami Bank Ltd.	Lender	Short Term	-	12.50%	4,119,777	4,119,777
Grand Total			**31,585,225**		**16,388,875**	**16,388,875**

For the year ended June 30,2015

Name of Parties	Nature of Relationship	Nature of Borrowings	Balance as on June 30,2015	Rate of Interest	Interest Paid (BDT)	Interest Accrued (BDT)
Social Islami Bank Ltd.	Lender	Long Term	101,619,025	15.00%	19,275,426	19,275,426
Social Islami Bank Ltd.	Lender	Short Term	78,814,022	13.00%	8,008,522	8,008,522
Grand Total			**180,433,047**		**27,283,948**	**27,283,948**

For the year ended June 30,2014

Name of Parties	Nature of Relationship	Nature of Borrowings	Balance as on June 30, 2014	Rate of Interest	Interest Paid (BDT)	Interest Accrued (BDT)
Social Islami Bank Ltd.	Lender	Long Term	220,542,876	15.00%	40,235,158	40,235,158
Social Islami Bank Ltd.	Lender	Short Term	81,217,604	13.00%	6,756,208	6,756,208
Grand Total			**301,760,480**		**46,991,366**	**46,991,366**

For the year ended June 30,2013

Name of Parties	Nature of Relationship	Nature of Borrowings	Balance as on June 30, 2013	Rate of Interest	Interest Paid (BDT)	Interest Accrued (BDT)
Social Islami Bank Ltd.	Lender	Long Term	315,487,623	17.50%	60,574,861	60,574,861
Social Islami Bank Ltd.	Lender	Short Term	55,940,957	18.00%	34,325,317	34,325,317
Grand Total			**371,428,580**		**94,900,178**	**94,900,178**

Sd/-
Mahfel Huq& Co.
Chartered Accountants

Date: September 18, 2017
Place: Dhaka

(ii) Statement of principal terms of secured loans andassets on which charge have been created againstthose loans with names of lenders, purpose,sanctioned amount, rate of interest, primary security,collateral or other security, re-payment schedule andstatus;

Certification on statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status of M.L Dyeing Limited;

Particulars	30-06-2017	30-06-2016	30-06-2015	30-06-2014	30-06-2013
Name of Lender	Islami Bank BD Ltd.	Islami Bank BD Ltd.	Islami Bank BD Ltd.	Islami Bank BD Ltd.	Islami Bank BD Ltd.
Purpose	Working capital	Working capital	N/A	N/A	N/A
Sanctioned Amount	65 Crore	65 Crore			
Rate of Interest	11.00%	12.00%			
Primary Security	Land, Building & Machinery	Land, Building & Machinery			
Collateral/Other Security	Inventory, Export Bill	Inventory, Export Bill			
Re-payment Schedule	From Export Proceeds	From Export Proceeds			
Status (Funded Loan balance) in Taka.	31,179,680	31,585,225			

Particulars	30-06-2017	30-06-2016	30-06-2015	30-06-2014	30-06-2013
Name of Lender	Social Islami Bank Ltd.	Social Islami Bank Ltd.	Social Islami Bank Ltd.	Social Islami Bank Ltd.	Social Islami Bank Ltd.
Purpose	N/A	N/A	Working capital	Working capital	Working capital
Sanctioned Amount	N/A	N/A	95 Crore	95 Crore	95 Crore
Rate of Interest			13.00%	15%	18.00%
Primary Security			Land, Building & Machinery	Land, Building & Machinery	Land, Building & Machinery
Collateral/Other Security			Inventory, Export Bill	Inventory, Export Bill	Inventory, Export Bill
Re-payment Schedule			From Export Proceeds	From Export Proceeds	From Export Proceeds
Status (Funded Loan balance) in Taka.	-	-	78,814,022	81,217,604	55,940,957

Particulars	30-06-2017	30-06-2016	30-06-2015	30-06-2014	30-06-2013
Name of Lender	Social Islami Bank Ltd.	Social Islami Bank Ltd.	Social Islami Bank Ltd.	Social Islami Bank Ltd.	Social Islami Bank Ltd.
Purpose	N/A	N/A	Project Expansion	Project Expansion	Project Expansion
Sanctioned Amount	N/A	N/A	56 Crore	56 Crore	56 Crore
Rate of Interest			15.00%	15%	17.50%
Primary Security			Land, Building & Machinery	Land, Building & Machinery	Land, Building & Machinery
Collateral/Other Security			Inventory, Export Bill	Inventory, Export Bill	Inventory, Export Bill
Re-payment Schedule			From Export Proceeds	From Export Proceeds	From Export Proceeds
Status (Outstanding balance) in Taka.	-	-	101,619,025	220,542,876	315,487,623

Sd/-

Date: September 18, 2017
Place: Dhaka

Mahfel Huq & Co.
Chartered Accountants

(iii) Statement of unsecured loans with terms andconditions;

Certification on unsecured loans with terms and conditions of M.L. Dyeing Limited;

This is to certify that M.L Dyeing Limited did not take any unsecured loan from any source during the period from July 01, 2012 to June 30, 2017.

Sd/-
Date: September 18, 2017 **Mahfel Huq & Co.**
Place: Dhaka Chartered Accountants

(iv) Statement of inventories showing amount of rawmaterial, packing material, stock-in-process andfinished goods, consumable items, store and sparesparts, inventory of trading goods etc.;

Certification on statement of inventories showing amount raw material, packing material, stock-in-process and finished goods, consumable items, store and spares parts, inventory of trading goods etc. of M.L. Dyeing Limited;

After due verification, we certify that the statement of inventories showing amount of raw material,packing material, stock-in-process and finished goods, consumable items, store and spares parts, Inventory of trading goods etc. of M.L. Dyeing Limited for the last five years were as follows;

Particulars	30-06-2017	30-06-2016	30-06-2015	30-06-2014	30-06-2013
Raw Materials	419,521,067	277,900,924	339,275,878	562,154,874	335,264,975
Chemicals	73,905,218	75,428,715	115,214,942	128,542,106	82,458,167
Work in process	9,030,626	9,152,481	9,521,540	8,124,568	6,523,154
Packing Materials	2,405,163	2,754,196	2,430,137	2,210,543	1,925,487
Finished goods	107,210,538	95,218,619	106,520,589	121,257,643	92,935,174
Store items	2,696,071	2,751,281	2,652,012	2,635,416	1,765,248
Total	**614,768,683**	**463,206,216**	**575,615,098**	**824,925,150**	**520,872,205**

Sd/-
Date: September 18, 2017 **Mahfel Huq & Co.**
Place: Dhaka Chartered Accountants

(v) Statement of trade receivables showing receivablefrom related party and connected persons;

Certification on statement of trade receivables showing receivable from related party and connected persons of M.L. Deying Limited;

After due verification, we certify that Statement of trade receivables showing receivables from related party and connected persons of M.L. Dyeing Ltd. for last five years were as follows:

Amount in Taka.

Particulars	30-06-2017	30-06-2016	30-06-2015	30-06-2014	30-06-2013
General	839,444,477	694,212,049	743,683,581	936,515,077	893,365,963
From Related Party	-	-	-	-	-
From Connected Person	-	-	-	-	-
Total	**839,444,477**	**694,212,049**	**743,683,581**	**936,515,077**	**893,365,963**

Sd/-
Date: September 18, 2017 **Mahfel Huq & Co.**
Place: Dhaka Chartered Accountants

(vi) Statement of any loan given by the issuer includingloans to related party or connected persons with rateof interest and interest realized or accrued;

Certification on statement of any loan given by the issuer including loans to related party or connected persons with rate of interest and interest realized or accrued by the M.L. Dyeing Limited;

We certify that M.L. Dyeing Limited did not give any loan to any related party or connected persons form July 1, 2012 to June 30, 2017.

Sd/-
Date: March 01, 2018 **Mahfel Huq & Co.**
Place: Dhaka Chartered Accountants

(vii) Statement of other income showing interest income, dividend income, discount received, other nonoperating income;

Certification on statement of other income showing interest income, dividend income, discount received, other non-operating income of M.L. Dyeing Limited;

After due verification, we certify that the other income showing interest income, dividend income, discount received and other non-operating income of M.L. Dyeing Ltd. for the last five years were as follows;

Amount in Taka.

Particulars	30-06-2017	30-06-2016	30-06-2015	30-06-2014	30-06-2013
Interest Income	-	-	-	-	-
Dividend Income	-	-	-	-	-
Discount Received	-	-	-	-	-
Sales of Wastage	693,126	712,980	878,754	1,216,305	1,146,604
Realized gain	103,521	27,798	-	-	-
Total	**796,647**	**740,778**	**878,754**	**1,216,305**	**1,146,604**

Sd/-
Mahfel Huq & Co.
Chartered Accountants

Date: September 18, 2017
Place: Dhaka

(viii) Statement of turnover showing separately in cash andthrough banking channel;

Certification on statement of turnover showing separately in cash and through banking channel of M.L. Dyeing Limited;

After due verification, we certify that the turnover showing separately in cash and through banking channel of M.L. Dyeing Limited during last five years were as follows;

Amount in Taka.

Particulars	30-06-2017	30-06-2016	30-06-2015	30-06-2014	30-06-2013
In Cash	-	-	-	-	-
Through Banking Channel	2,295,718,352	1,923,513,063	1,712,845,768	2,379,356,874	2,538,284,589
Total	**2,295,718,352**	**1,923,513,063**	**1,712,845,768**	**2,379,356,874**	**2,538,284,589**

Sd/-

Date: September 18, 2017
Place: Dhaka

Mahfel Huq & Co.
Chartered Accountants

(ix) Statement of related party transaction;

Certification on statement of related party transaction of M.L. Dyeing Limited;

After due verification, we certify that the status of related party transactions of M.L. Dyeing Ltd. for the last five years were as follows;

Amount in Taka.

Particulars	Relationship	Nature of Transaction	30-06-2017	30-06-2016	30-06-2015	30-06-2014	30-06-2013
R.N. Spinning Mills ltd.	Common Management & Investment	Import	832,542,625	498,754,131	754,186,914	1,405,142,783	1,375,418,623
		Bills payable balance	73,399,403	92,003,545	12,574,691	32,012,548	115,248,760
Far Chemical Industries Ltd.	Common Management	Import	15,241,873	99,256,219	98,542,106	60,459,438	51,876,509
		Bills payable balance	3,745,182	33,542,108	75,396,876	3,268,541	32,301,241
Lee Jung Kook	Director & Managing Director	Director Remuneration	141,667	300,000	300,000	300,000	-
		Board Meeting Fees	300	1,500	1,200	1,200	600
Mr. Abul Khair Manik (Representive of Total Spinning Mills Ltd	Director	Board Meeting Fees	600	-	-	-	-
Mr. Syed Md. Tajon Islam	Director	Board Meeting Fees	600	-	-	-	-
Mr.Rezaur Rahman Rajon	Director & Managing Director	Director Remuneration	-	-	-	-	300,000
		Board Meeting Fees	1,500	1,200	1,200	600	1,200
Al-Haj Mustafizur Rahman	Director	Board Meeting Fees	-	-	-	-	900
Mr.Faiaz Kader	Director	Board Meeting Fees	1,500	1,500	900	1,200	1,200
Mr.Abid Mustafizur Rahman	Director	Board Meeting Fees					600
Mr.Golam Azam Chowdhury	Director & Managing Director	Director Remuneration	158,333	-	-	-	-
		Board Meeting Fees	1,500	1,500	1,200	600	-

Sd/-
Mahfel Huq & Co.
Chartered Accountants

Date: September 18, 2017
Place: Dhaka

(x) Reconciliation of business income shown in tax return with net income shown in audited financial statements;

Certification regarding reconciliation of business income shown in tax return with net income shown in audited financial statements of M.L Dyeing Limited;

Particulars	2016-2017	2015-2016	2014-2015	2013-2014	2012-2013
Income Shown in Audited Financial Statement	**227,605,435**	**206,410,365**	**582,249,007**	**728,542,641**	**658,519,818**
Less: Other Income	712,980	878,754	1,216,305	1,146,604	457,417,500
Add: Accounting Depreciation	164,572,933	115,995,732	126,268,981	109,006,032	119,844,073
Add: Inadmissable Item	-	-	-		-
	391,465,388	**321,527,343**	**707,301,683**	**836,402,069**	**320,946,391**
Less: Admissable expenses	-	-	-	-	-
Less:Tax base Depreciation	250,991,445	289,727,176	191,006,691	200,828,575	168,304,883
Add: Other Income	712,980	878,754	1,216,305	1,146,604	457,417,500
Income shown in Tax return	**141,186,923**	**32,678,921**	**517,511,297**	**636,720,098**	**610,059,008**

Sd/-
Mahfel Huq & Co.
Chartered Accountants

Date: September 18, 2017
Place: Dhaka

(xi) Confirmation that all receipts and payments of theissuer above Tk.5,00,000/- (five lac) were madethrough banking channel;

Certification on confirmation that all receipts and payments of M.L. Dyeing Limited above Tk.5,00,000/- (five lac) were made through banking channel;

This is to certify that all receipts and payments of M.L. Dyeing Limited above Tk. 500,000 (Five lac) were made through banking channel from July 01, 2012 to June 30, 2017.

Sd/-
Date: September 18, 2017 **Mahfel Huq & Co.**
Place: Dhaka Chartered Accountants

(xii) Confirmation that Bank Statements of the issuer are inconformity with its books of accounts;

Certification on Confirmation that Bank Statements of M.L. Dyeing Limited are in conformity with its books of accounts;

This is to certify that the books of accounts of M.L Dyeing Limited from July 01, 2012 to June 30, 2017 are in conformity with bank statements.

Sd/-
Date: September 18, 2017 **Mahfel Huq & Co.**
Place: Dhaka Chartered Accountants

(xiii) Statement of payment status of TAX, VAT and othertaxes or duties;

Certification on statement of payment status of TAX, VAT and other taxes or duties of M.L. Dyeing Limited;

After due verification, we certify that the status of TAX, VAT, and Other Taxes or Duties payment of M.L. Dyeing Ltd. for the last five years were as follows:

Particulars	Payment Status				
	30-06-2017	30-06-2016	30-06-2015	30-06-2014	30-06-2013
TAX	14,987,548	27,527,541	15,465,219	140,548,763	62,444,814
VAT	Exempted	Exempted	Exempted	Exempted	Exempted
Other Tax or Duties	N/A	N/A	N/A	N/A	N/A

Sd/-
Mahfel Huq & Co.
Chartered Accountants

Date: September 18, 2017
Place: Dhaka

Auditors' additional disclosure relating to the financial statements of M.L. Dyeing Limited

1. It appears that the issuer company procures 43.35% of yarn from R.N. Spinning Mills Ltd. under common ownership. As such, the pricing of such procurement from the company under common ownership in comparison with other individual companies required to disclose;

Response to the above: M.L. Dyeing Ltd. procures from R.N. Spinning Mills Ltd. as per usual competitive market price and condition through L/C as applicable consistently to other individual suppliers/companies. Comparative average price of yarn procurement by MLDL given as below:

Name of Supplier	Price per Kg (US $)
R.N. Spinning Mills Ltd.	2.82
Jiangsu Guo Tai Int'l Group	2.83
Finatex Co. Ltd.	2.83

2. It is required to clearly ascertain if the significant influence in decisions of R.N. Spinning Mills Ltd. is being made by the issuer company, based on which F/S of the issuer company for the year ended on 30th June 2017 has been prepared on equity method;

Response to the above: M. L. Dyeing Limited has share investment in R.N Spinning Mills limited for 20,420,000 ordinary shares of Tk.10/- each (at par) amounting Tk. 204,200,000. Carrying value of the Investment as on June 30, 2017 stood at Tk. 357,866,100 for no. of 26,204,520 ordinary shares being 8.8117% of total ordinary shares of R.N. Spinning Mills Ltd. M.L. Dyeing Ltd. has purchased Raw Materials- Yarn from R.N. Spinning Mills Ltd. amounting Tk. 832,542,625.00 only during the financial year ended 30th June, 2017 which is 43.35% of total purchases.

M.L. Dyeing Ltd., represented by Md. Humayun Kabir (Director- Marketing), is Director & Chairman of R.N. Spinning Mills Ltd. who has significant influence in participation in policy-making processes, including participation in decisions about dividends or other distributions and material transactions within R.N. Spinning Mills Ltd. According to the requirement of Para 6, 16 of BAS 28 Investment in Associates and Joint Ventures, the Company treated R.N. Spinning Mills Ltd. as an associate company.

3. Disclosure regarding change in accounting policy was not found in notes of F/S for the year ended on 30th June 2017;

Response to the above: The management of M.L. Dyeing Ltd. has been decided to change accounting policy for recognition of Investment in Associate during the financial year ended 30.06.2017. Before the year ended 30th June 2017, MLDL has recognized the Investment in Associate in cost method. Now, as per requirement of BAS 28, MLDL decided to recognize Investment in Associate in equity method during the financial year ended 30th June 2017.

4. Detailed disclosures regarding restatement of Financial Statements are required;

Response to the above: M.L. Dyeing Limited restated the financial statements of the comparable previous year (including as at the beginning of the preceding period) due to inclusion of:

(i) application of equity method in terms of 'Investment in Associate Company' as per requirement of Paragraph 16 of BAS 28 "Investments in Associates", and

(ii) for separate presentation of 'Foreign Exchange Gain or Loss' as per requirement of BAS 21 "The Effects of Changes in Foreign Exchange Rates".

The Company disclosed the items and amount of restatement in note- 3.17 (Investment in Associate), 3.21 (Related Parties disclosure), 5.00 (Investment in Associate Company), 7.00 (Trade and Other Receivables), 11.00 (Foreign Exchange gain or loss: Un-realized), 12.00 (Retained Earnings), 14.00 (Trade Payables), 23.00 (Other non-operating income), 24.00 (Share of Profit of Associate) of the financial statements for the year ended 30th June 2017. Corresponding impact of those restatement are increase of Value of Investment in Associate Company by Tk. 12,73,24,623/-, Net Profit decrease by Tk. 2,73,13,825/-, EPS decrease by Tk. 0.20 and NAV increase by Tk. 0.91 for the comparative year ended 30th June 2016 because of proportionate participation in profit/ (loss) of associate company (R.N. Spinning Mills Ltd.).

5. Disclosure regarding detailed calculation of 'foreign exchange gain or loss realized' (note- 23.00) is required;

Response to the above: Detailed calculation of 'foreign exchange gain or loss-realized' (note-23.00) are as below:

Particulars	01-07-2016 to 30-06-2017		
	Actual Realized/Settled Amount	Realized/Settled Amount as per Book	Gain/(Loss) in Taka
Accounts Receivable	2,150,711,830	2,150,594,985	116,845
Accounts Payable	1,920,506,141	1,920,492,817	(13,324)
Total			**103,521**

6. Disclosure regarding detailed calculation of the 'foreign exchange gain or loss unrealized' (note-11.00) is required;

Response to the above: Detailed calculation of 'foreign exchange gain or loss-unrealized' (note-11.00) are as below:

Particulars	01-07-2016 to 30-06-2017			
	USD	BDT as on 30-06-2017 as per closing rate	BDT as per Books of Account	Gain/(Loss) in Taka
Accounts Receivable-Trade	10,496,211.73	839,444,477	839,268,394	176,083
Islami Bank Bangladesh Ltd.-USD A/C	18,932.68	1,514,236	1,508,517	5,719
Accounts Payable-Trade	1,092,994.99	87,417,739	87,405,264	(12,475)
Total				**169,327**

7. It appears from note 3.5 to the audited F/S that investment in share of listed company- R.N. Spinning Mills Ltd. is not financial instrument. As such, it is required to confirm if such investment is not financial instrument;

Response to the above: Investment in Associate Company (R.N. Spinning Mills Ltd.) is a financial instrument. M. L. Dyeing Limited has share investment in R.N. Spinning Mills limited for 20,420,000 ordinary shares of Tk.10/- each (at par) amounting Tk. 204,200,000. Carrying value of the Investment as on June 30, 2017 stood at Tk. 357, 866,100 for no. of 26,204,520 ordinary shares being 8.8117% of total ordinary shares of R.N. Spinning Mills Ltd.

8. Disclosure regarding contingent liabilities as per BAS 37 is required;

Response to the above: Contingent liabilities and assets are current or possible obligations or assets, arising from past events and whose existence is due to the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the Company. The company has no contingent assets or liabilities which require disclosure under BAS-37: "Provisions, contingent liabilities and contingent assets" and are not recognized in the financial statements.

9. Detailed calculations of 'cash paid to suppliers and others' and 'paid for operating expense' as shown in cash flow statement are required to disclose. It is also required to differentiate between 'cash paid to suppliers and others' and 'paid for operating expense';

Response to the above: 'Cash paid to suppliers and others' are related to cost of export and 'Cash paid for operating expense' are related to Warehouse, Distribution & Selling and Administrative expense. Details of 'Cash paid to suppliers and others' and 'Paid for operating expense' as shown in cash flow statement for the year ended 30th June 2017 are given as below:

a) Cash paid to suppliers and others:

Cash paid for	Taka
Raw Materials - Yarn	1,791,809,010
Raw Materials - Chemicals	180,250,520
Packing Materials	4,984,516
Manufacturing overhead:	
Salary & Wages	40,087,642
Fuel, Water & Power	4,410,965
Printing & Stationary	918,541
Conveyance	413,857
Mobile bill	45,101
Store & Spares Consumed	5,125,416
Insurance	1,785,421
Gas Bill	36,815,873
C & F Expenses	4,746,597
Rent, Rates and Taxes	53,618
Repairs & Maintenance	2,264,775
Other Overhead	61,845
Total Paid to suppliers & others	**2,073,773,697**

b) Cash Paid for operating expense:

Cash paid for	Taka
(a) Warehouse, Distribution & Selling Exp.:	
Advertising Expenses	25,416
Salary & Welfare	5,684,918
Transportation and Handling Expenses	1,590,256
Repair and Maintenance	293,730
Rent	24,600
Electricity, Fuel & Water	45,187
Sales promotion Expenses	209,642
Traveling Expenses	1,342,108
Entertainment Expenses	493,521
Miscellaneous Expenses	72,415
Sample, Test & Analysis	241,051
Cost of free issue	412,769
Sub-Total:	**10,435,613**
(b) Administrative Expenses:	
Salary & Welfare	7,121,869
MD's Remuneration	300,000
Postage & Telecommunication	339,521
Traveling, Haultage & Passage	1,938,395
Repair & Maintenance	477,123
Vehicle Expenses	859,652
Electricity, Fuel & Water	811,081
Printing and Stationery	396,139
Rent, Rates and Taxes	3,065,295
Subscription & Donation	190,240
Entertainment	278,543
Legal & Professional Charge	384,521
Audit fees	500,000
Miscellaneous Expenses	109,741
Newspaper & periodical	85,116
Board Meeting Attendance Fees	6,000
Sub-Total:	**16,863,236**
Total Paid for operating expense	**27,298,849**

10. Detailed disclosure regarding 'income tax payment' as shown in cash flow statement is required;

Response to the above: 'Income tax payment' as shown in cash flow statement for the financial year ended June 30, 2017 are as below:

Sl.	Particulars	30.06.2017	30.06.2016
1	Source Tax-Export	14,987,548	11,827,541
2	Final Tax Payment	-	15,700,000
	Total	**14,987,548**	**27,527,541**

11. Disclosures regarding reasons of significant decrease in net cash flow from operating activities over the years along with comparative presentation is required to disclose.

Response to the above: Comparative presentation of Cash Flows from Operating Activities are as below:

Comparative presentation of Cash Flows from Operating Activities
For the Year ended-

Particulars	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
Cash Flow from Operating Activities:					
Collection from Customers	2,150,711,830	1,972,920,045	1,905,845,063	2,336,207,174	2,239,641,956
Collection from other non-operating income	693,126	712,980	878,754	1,216,305	1,146,604
Cash paid to Suppliers and others	(2,073,773,697)	(1,350,319,356)	(1,055,418,080)	(2,032,027,178)	(1,876,267,761)
Paid for operating Expenses	(27,298,849)	(30,890,216)	(22,888,742)	(21,949,976)	(21,006,065)
Income tax paid	(14,987,548)	(27,527,541)	(15,465,219)	(140,548,763)	-
Net cash flow from Operating activities	**35,344,862**	**564,895,912**	**812,951,776**	**142,897,562**	**343,514,734**

Net Cash Flows from Operating Activities has been decreased in 30-June-2016 and 30-June-2017 in comparison to their comparative periods. MLDL's receivable have been increased in accordance with the increase of sales. MLDL also increased inventory level in 2016-2017 to meet sales demand which resulted in procuring more raw materials to produce more finished goods. As a result, net operating cash flow was in decreasing trend.

12. Disclosure regarding WPPF of the "Bangladesh Labor Act 2006' are required;

Response to the above: M.L. Dyeing Ltd. is a 100% export oriented industry and also the member of Bangladesh Dyed Yarn Exporters Association (BDYEA). BDYEA is the sectoral association of yarn dyeing industries in Bangladesh. As per subsection 3 of 232 of Bangladesh Labor Act, 2006 replaced by the Act. No. 30, Para 63 of the year 2013 as follows:

"in case of a 100% export oriented industrial sector or for any industry investing 100% foreign exchange, the Government, through enactment of Rule, shall adopt required provisions with regard to formation of sector based central fund comprising of buyers and owners, form a Board to execute that fund, determine contributions and their realization procedure and provisions for utilizations of the money for the welfare of the beneficiaries in the sector".

The Government, through BDYEA, for the member unit of BDYEA, carryout overall process and purposes relating to WPPF of yarn dyeing industries in Bangladesh. BDYEA has not yet formed any rule for the member unit of the Association for WPPF including Board for determination of contribution, procedure of collection and utilization of fund. Due to that MLDL can't start a recognized WPPF before forming the rule and Board by the Association.

13. Disclosure regarding justification of recognizing foreign exchange gain or loss in other comprehensive as per reference to Para 28 of BAS -21 is required;

Response to the above: MLDL have presented the presentation of foreign exchange gain or loss (unrealized) in comprehensive income instead of other comprehensive income as auditors' additional disclosure which resulted increase of net profit after tax Tk. 97,546/- for the year ended 30th June 2017 and decrease of net profit after tax Tk.94,491/- for the year ended 30th June 2016. The effect in EPS for the above rectification is very minimal.

14. Disclosure regarding import as per Schedule XI, part -II, Para 8 of Companies Act 1994 is required;

Response to the above: Disclosure as per requirement of Schedule XI, Part II, para 8 of Companies Act.1994' for the Financial Year ended 30th June 2017 are as below:

a) Value of Import at CIF basis:

During the year ended 30th June 2017 total value of import in respect of raw yarn, chemical, spare parts on CIF basis are given as below:

Particulars	Amount (Tk.)
Raw Materials-Yarn	1,768,541,860
Raw Materials- Chemicals	151,964,281
Spare Parts	9,842,176
Store Items	5,125,416

b) The company has not incurred any expenditure in foreign currencies during the period of 01 July, 2016 to 30th June, 2017 on account of royalty, know-how, professional fees, consultancy fees, interest and other matters.

c) Value of both imported and indigenous raw materials, spare parts and components consumed and the percentage of each to the total consumption during the period of 01 July, 2016 to 30th June, 2017 are given as below:

Particulars	Amount (Tk.)	Percentage (%)
Raw Materials-Yarn	1,626,921,717	90.61%
Raw Materials- Chemicals	153,487,778	8.55%
Spare Parts	9,842,176	0.55%
Store Items	5,180,626	0.29%
Total	**1,795,432,297**	**100%**

d) The company has not remitted any amount during the period of 01 July, 2016 to 30th June, 2017 in foreign currencies on account of dividend.

e) Earnings in foreign exchange classified under the following heads as follows:

i) Total Export for the year ended 30th June 2017 is US$ 28,941,566.76 which equivalent to BDT 2,295,718,352.00.

ii) No royalty, know-how, professional and consultancy fees were received.

iii) No interest and dividend received.

iv) No other income received.

15. Separate disclosures of land and land development expenses;

Response to the above: Separate disclosure on land and land development expenses as on 30.06.2017:

Particulars	Taka
Total Land: 217.50 Decimal	
Deed Value of Land	350,000/-
Registration cost	45,500/-
Earth Filling: Earth filling and entire factory premises area development cost up to 30.06.2017 by sand, soil with labor & carrying etc. including ditch area filling 9,40,664 cft @ Tk.21 per cft.	19,753,936/-
Total	**20,149,436/-**

16. Break-up of salary & allowances;

Response to the above: Separate disclosure on break-up of salary and allowances for the year ended 30.06.2017 are as below:

Particulars	Wages Tk.	Salary Tk.	Festival Bonus Tk.	Total Tk.
Manufacturing Overhead	30,829,363	6,958,425	3,734,176	41,521,964
Administrative Overhead	-	6,427,351	494,516	6,921,867
Warehouse, Distribution & Selling Overhead	-	5,528,782	425,381	5,954,163
Total	**30,829,363**	**18,914,558**	**4,654,073**	**54,397,994**

17. Detail description of lab equipment as included in Plant and Machinery in the fixed assets schedule under annexure-A;

Response to the above: Detail description of lab equipment as included in Plant and Machinery in the fixed assets are as below:

Name of Item	No.	Year of purchase	Supplier	Condition	Country of Origin	Cost Price Tk.	WDV Tk.
Lab Equipment	1 set	2001-2002	Dapang Industry Sungji BD	Brand New	Korea	1,201,560	274,881
Lab Equipment	1 set	2009-2010	Dapang Industry Sungji BD	Brand New	Korea	815,798	370,688
Total						**2,017,358**	**645,569**
Item wise list of lab equipment: Data Color M/C- 1 pc, Auto Piping- 1 pc, Bath Shaker- 7 pcs, lunder-o-Meter- 1 pc, Crock Meter (Automatic)- 1 pc, Rubbing Fastness Tester- 1 pc, Motorized Wrap Rell with Counter- 1 pc, Moisture Meter- 1 pc, Grey Scale for Assessing Stainging- 1 pc, Grey Scale for a change in colour- 1 pc, Single Yarn Strength Tester- 1 pc.							

18. Whether balance confirmation certificates has been obtained from all parties against accounts receivables;

Response to the above: Trade and other receivables balance as on 30th June, 2017 are as follows:

Buyer Name	Address	Balance in Taka
AB Sweater Industries BD Ltd.	KHADUN, TARABO, POUROSHAVA, RUPGONJ, NARAYANGONJ, BANGLADESH.	45,343,871
ABG Sweaters Ltd	Teknogopara, Chandana Chourasta, Gazipur Sadar, Gazipur	2,920,806
Alps Apparels Ltd	11/B, Extension Pallabi, Mirpur, Dhaka-1216, Bangladesh.	2,816,656
Ananna Knitex Ltd	80, North Masdair, Fatullah, Narayangonj, Bangladesh.	6,032,539
Angel Sweater Ltd	FACTORY: ANGEL TOWER, MATUAIL, DAKHIN PARA (HASHEM ROAD), JATRABARI, DHAKA, BANGLADESH.	45,199,638
Anzir Apparels Ltd. (Unit-2)	Shomsher Plaza, EPZ Gate, Ganakbari, Savar, Dhaka, Bangladesh	20,866,127
Aristocrat Sweater Ltd	JAMGORA, ASHULIA, SAVER, DHAKA, BANGLADESH.	18,106,679
Asian Falcon Garments	Fatullah Road, Fatullah, Narayanganj	3,338,660
Axis Knitwear Ltd	Near Forest Division, Fatullah, Narayanganj	2,816,000
Bangla POSHAK Ltd	Sikder Complex (1st Floor) Chaider, National University, Gazipur	5,217,363
BLP Warm Fashion Ltd	RAHAMAN TOWER, 1 NO. RAIL GATE, SHOLOSHAHAR, MURADPUR, CHITTAGONG, BANGLADESH	31,170,138
Crossline Knit Fabrics Ltd	25, Vadam Uttar Para, Tongi, Gazipur, Bangladesh	5,886,798
Dana Sweater Ind's Ltd	Gobindo Bari, Saradagonj, Kashimpur, Gazipur.	1,003,565
Deshone Apparels Ltd.	T.H Bhaban, 71, Borobagh, Mirpur-2, Dhaka-1216, Bangladesh.	21,168,962
Devor Industries Ltd	Salauddin Plaza, Sharifpur, Gazipur, Bangladesh.	21,880,351
Disney Sweater ltd.	BARPA, RUPGONJ, NARAYANGONJ-1400, BANGLADESH.	5,675,170
Divine Fashion Ltd	WESTSOILDUBI, KASHIMPUR, GAZIPUR, BANGLADESH.	17,238,286
DK Sweater Ltd	PLOT NO. 13, ROAD NO # 07, SHAYMPUR INDUSTRIAL AREA, DHAKA, BANGLADESH.	43,225,452
Euphoria Apparels Ltd	Jamgora, Shimultoli, Ashulia, Savar, Dhaka	6,759,958
Evergreen Sweaters Ltd	Chaydana, Joydepur, Gazipur, Bangladesh	684,849
Fahim Apparels Ltd	Plot: B-215-217, BSCIC, Industraial Estate, Fatullah, Narayanganj, Bangladesh.	12,056,100
Fuji Knit Wear Ltd	8, RAJUK PLOT, B.B. ROAD, CHASHARA C/A. NARAYANGANJ, BANGLADESH.	6,437,425
Funny Sweater Ltd	A.R. COMPLEX, GODNAIL, CHAWDHARYBARI, SIDDIRGANJ, NARAYANGANJ, BANGLADESH	10,433,003
Garib & Garib Compant	U-2, Vogra, Gazipur Sader, Gazipur, Bangladesh.	9,911,613
Gauge Fashions Ltd	BELUA COMPLEX, UTTAR KHAN MAZAR, UTTAR KHAN, DHAKA-1230, BANGLADESH.	25,567,292
Greenstone Knitwear Ltd	LALPUR, FATULLAH, NARAYANGANJ, BANGLADESH.	30,285,847
Gulf Knitting and Textile	221-222 Shatash, Khortoill, Tongi, Gazipur, Bangladesh.	15,396,504

Hanjala Textiles Park Ltd.	Khaishair, Daudpur, Rupganj, Narayanganj	20,405,500
Haseen Knit Com. Ltd	1703 (17th Floor) Sena Kalyan Bhaban, Motijheel C/A, Dhaka-1000, Factory: Mulaid, Mouna, Sripur, Gazipur, Bangladesh.	7,492,734
Hemel Sweater Ltd	Barabo, PO: Tarabo, PS: Rupganj, Dist: Narayanganj.	10,982,524
Iris Fashion Ltd	ZIRABO, SAVAR, DHAKA, BANGLADESH.	4,520,462
J.L. Sweater Ltd	ZIRABO, SAVAR, DHAKA, BANGLADESH.	11,570,157
Jahara Fashions Ltd	BSCIC I/A, PLOT: R-11, 12, KONABARI, GAZIPUR, BANGLADESH.	5,300,263
Kakado Bangladesh ltd.	105, Sharifpur, Maleker Bari, National University, Gazipur-1704, Bangladesh.	1,439,530
Kashfi Knitwears Ltd	CHAIBANA, HAZIRPUKUR, NATIONAL UNIVERSITY, GAZIPUR.	6,141,231
Knit Bazar (Pvt) Ltd	40/41, Vadam, Tongi, Gazipur	4,167,278
Knitxpo Ltd	Plot No: 6594-95, South Halishahar, Bandar, Chittagong	3,726,802
Krishan Knitting Ltd	STEEL HOUSE, 360, STRAND ROAD, CHITTAGONG, BANGLADESH.	5,217,870
Kron Sweater Ltd.	MADARSHA SHOPPING CENTER ARAKAN ROAD, CHANDGAON CHITTAGONG. BANGLADESH	18,094,366
Leeu Fashion Ltd.	Meharabari, Hazir Bazar, Bhaluka, Mymensing	11,228,788
Les Pulls D'alex Ltd	B-25, MANNAN PLAZA, KHILKHET BAZAR, DHAKA, BANGLADESH.	9,519,094
M and S Sweater Ltd	68X (2) Fauzderhat H/I Area, Pahartoli, Alankarmoor, Chittagong	1,683,628
M K Sweaters Ltd.	312-315, Chandona, Gazipur	2,286,943
M.I Knitwear ltd	P.M. CENTRE, 215-216, DEWANDIGHI, DEWANHAT, CHITTAGONG, BANGLADESH.	18,645,578
M.T Sweater ltd.	Gacha, Plot No: 1703-4, Post: Gacha, Gazipur Sadar, Gazipur	12,997,295
Magpie Knit Wear Ltd	Plot No: 41, Yarpur, Zirabo, Savar, Dhaka.	13,557,842
Mantrust Sweater Ltd	Manturst Industrial Complex, (Ground and 1st Floor), Vogra, Chandana, Gazipur.	8,397,427
Mark Sweater Ltd	NAYAPARA, KASHIMPUR, GAZIPUR, BANGLADESH.	5,480,889
Matrix Style Ltd	DEGERCHALA, NATIONAL UNIVERSITY, GAZIPUR, DHAKA, BANGLADESH.	28,918,810
Meek Sweater Ltd	Chaydana, Joydepur, Gazipur, Bangladesh	6,634,647
M-Nur Sweater Ltd	Kalmeshwar, Bottala Road, Board Bazer, National University, Gazipur-1704	782,149
Mother Sweater Ltd	House No: 10, Road No: 09, Block-A, East Lamapara Road, Kutubpur Union, Fatullah, Narayanganj	9,385,006
Nazim Fashion Ltd	445, 453- SATAIS, TONGI, GAZIPUR, BANGLADESH	10,744,760
Nibir Sweater Ltd	Nahar Plaza, College Road, Matual, Jatrababi, Dhaka-1361	3,612,452
Oishi Fashion Ltd	Shaheen Complex, 23, Shataish Road, Tongi, Gazipur, Bangladesh.	16,787,887
Oneway Textile Ltd	5 no. Sujat nagar, Nurun Shopping Complex, 4th & 5th Floor, Pallabi, Mirpur, Dhaka	5,217,415
Orbid Apparels Ltd	PLOT-186, MADDHYA GAZIRCHAT, ASHULIA EPZ ROAD, SAVAR, DHAKA, BANGLADESH	28,174,367
Panache Knitted Creations ltd	GAJARIAPARA, RAJENDREAPUR, GAZIPUR, BANGLADESH	4,693,060
R.R Sweaters Ltd.	205, Senpara Parbota, Begum Rokeya Sarani, Mirpur-10, Dhaka-1216, Bangladesh.	14,419,816

Raozan Sweater Ltd	1236/E, Baker Ali Fakir Tack, 38/South Middle Halishadar, Bandar, Chittagong	2,012,490
Rupshi Sweaters ltd.	109 HAZIGONJ, PATHANTOLY, FATULLAH, NARAYANGANJ, BANGLADESH	17,624,286
Sabah Designers Ltd	South Panishail, Union: Kashimpur, Gazipur, Bangladesh.	5,215,796
Shomahar Sweater Ltd	A- 99/1, BOKTERPUR, KALIAKOIR, GAZIPUR, BANGLADESH.	10,956,958
Sinha Knit Industries ltd	Chamurkhan, Uttarkhan, Uttara, Dhaka-1230	9,320,832
Supreme Knitwear Ltd	PLOT NO. 06-10, ADAMJEE EPZ ADAMJEE NAGAR, SIDDIRGONJ NARAYANGONJ, BANGLADESH	11,106,864
The Fashion Island Ltd	385/1/A, East Rampura, Banasree Road, Dhaka-1219	5,223,451
Wega Apparels Ltd	183 SENPARA, PARBATA, MIRPUR-10, DHAKA, BANGLADESH.	24,050,215
Zemtex Linkage Ltd	203-204, Bashugaon, Pubail, Gazipur	11,098,443
Zoom Sweater Ltd	79/B, Malibagh Chowdhury Para, Dhaka-1219; Factory: 13, Dalla, Demra, Dhaka.	13,168,922
Total		**839,444,477**

MLDL is a 100% export oriented industry. Accounts Receivables of MLDL is secured and guaranteed by LC opening bank as per the terms of export LC. So, obtaining balance confirmation certificates from parties for confirmation of accounts receivables is not necessary for MLDL. The above balance is confirmed from concerned bank from where LC is opened as at Balance Sheet date.

19. List of sundry advances with purpose and address as mentioned in note 8.01 of the audited financial statement of 30-06-2017 and present status;

Response to the above: List of sundry advances with purpose and address as mentioned in note 8.01 of the audited financial statements of 30-06-2017 and present status are as below;

Sl.	Name of Party Advance	Relation	Address	Purpose	Balance as on 30.06.2017	Present Status as on 31.03.2018
1	Mr. Uttam Kumar	Office Staff	Road# 2, House # 3, Sadek Hossain Road, Motijheel, Dhaka	Store, Spare & Stationery item purchase	196,418	-
2	M/S. Gazi Enterprise	Party	Mouchak Tower, 11th Floor, 83/B, New Circular Road, Malibag, Dhaka	CNF Agent	39,705	-
3	Md. Abul Khair Manik	Office Staff	1/B, Road# 1, Niketon, Dhaka	Factory Expense	1,974,216	-
4	Advance Salary			Office staff Advance Salary	719,451	-
5	Md. Shajedur Rahman	Office Staff	32/G, Malibag Chowdhurypara, Dhaka	Factory Maintenance, spares & store items purchase	1,365,241	-
6	Md. Saju Miah	Office Staff	House-115, Road-4, Block-D, Mahanagar Project, Rampura, Dhaka	Vehicle Maintenance, Factory Machinery maintenance	384,687	-
7	M/S. Denmark Refrigeration Works	Party	408, CDA Market, Pahartali, Chittagong	Air Conditioners repair maintenance	20,105	-
8	M/S. Pivot Engineering	Party	Level-8, 389/B, DIT Road, West Rampura, Dhaka- 1219	Building Construction, repair & maintenance	2,635,217	-
9	M/S. Khan Associates	Party	44/J, Indira Road, Sher-E-Bangla Nagar, Dhaka	Spare items supplier	174,859	-
10	M/S. Jubair Construction	Party	Zamirdia, Masterbari, Bhaluka, Mymensingh	Building Construction, repair & maintenance	745,128	-
				Total	**8,255,027**	**-**

20. Disclosure regarding verification of cash in hand amount mentioned in note 9.00 of the audited financial statement of 30-06-2017;

Response to the above: We have duly verified cash in hand by cash count, reconciled the cash book maintained on the date of 30.06.2017 and found the cash in hand balance as below:

Sl.	Particulars	Taka
1	Cash in hand at factory	1,985,417
2	Cash in hand at head office	1,754,706
	Total	**3,740,123**

21. List of trade payables with purpose and address as mentioned in note 14.00 of the audited financial statement of 30-06-2017;

Response to the above: List of trade payables with purpose and address as mentioned in note 14.00 of the audited financial statement of 30-06-2017 given as below:

Sl.	Name of Trade Payables	Relation	Address	Purpose	Balance as on 30.06.2017	Present Status as on 31.03.2018
1	R.N. Spinning Mills Limited	Yarn Supplier	Plot no. 100-107 and 127-134, Comilla Export Processing Zone, Comilla.	Yarn Supply	73,399,403	-
2	Chemitact BD Ltd	Chemical Supplier	House 65 (1st Floor), Road 06, Sector 12, Uttara, Dhaka- 1230.	Chemical Supply	635,214	-
3	Jiangsu Gou Tai Ltd	Yarn Supplier	Jiangsu Guo Tai International Group Guo Mao Co., Ltd. 15-24F Guotai Times Plaza, Bldg A, No.65 Renmin Rd, Zhangjiagang, Jiangsu, China.	Yarn Supply	3,992,102	-
4	T & T Ind Cor	Chemical Supplier	T & T Indstries Corporation 6th Fioor, WAN-I-CHEN Bldg 124 Nanking E. Road. Sec.2, Taipei, Taiwan. R.O.C	Chemical Supply	3,654,829	-
5	Huntsman Sig (Pvt) Ltd	Chemical Supplier	Huntsman Singapore Pte Ltd, 150 Beach Road # 37-00, Gateway West, Singapore	Chemical Supply	1,978,534	-
6	Rupsha Chemicals	Chemical Supplier	15, Armanian Street, Armanitola, Dhaka-1100, Bangladesh.	Chemical Supply	1,351,971	-
7	Far Chemicals Ind. Ltd	Chemical Supplier	Plot: 135-136, Comilla EPZ, Comilla.	Chemical Supply	3,745,182	-

22. Present status of accrues gas bills and salary and wages as mentioned in the note 17.00 of the audited financial statement of 30-06-2017;

Response to the above: Present status of accrues gas bills and salary and wages as mentioned in the note 17.00 of the audited financial statement of 30-06-2017 are given below:

Sl.	Particulars	Balance as on 30.06.2017	Present Status as on 31.03.2018	Remarks
1	Gas Bill	3,185,418	Nil	Full paid
2	Salary & Wages	4,354,874	Nil	Full paid

23. List of sundry creditors with address and purpose as mentioned in note 17.01 of the audited financial statement of 30-06-2017;

Response to the above: List of sundry creditors with address and purpose as mentioned in note 17.01 of the audited financial statement of 30-06-2017 are as below:

Sl.	Name of Trade Payables	Relation	Address	Purpose	Balance as on 30.06.2017	Present Status as on 31.03.2018
1	M/S. Technocrate Enterprise	Supplier	43, Naya Paltan (1st floor) V.I.P Road, Dhaka-1000, Bangladesh	Spare Parts Supply	510,091	-
2	M/S.Challanger Elevator	Supplier	Bashati Aristocrats (2nd floor), Plot # 06, Block # SW(H), Gulshan Avenue, Gulshan-1, Dhaka-1212, Bangladesh	Fork Lift repair & maintenance	19,718	-
3	M/S. Rainbow Printers	Supplier	Holding No.- 85/1-B, Purana Paltan Line, Dhaka- 1000	Printing & Stationery	241,638	-

24. Updated status of Work in process;

Response to the above: Work-in-process balance as on 30.06.2017 has already been finished and transferred to finished goods fully.

25. Full information as per requirement of the schedule XI of the Companies Act. 1994 regarding Trade and Other Receivables;

Response to the above: Full information as per requirement of the schedule XI of the Companies Act. 1994 regarding Trade and Other Receivables as on 30th June 2017 is as follows:

Sl.	Particulars	Amount 2017	Amount 2016	Amount 2015
I	Receivables considered good and in respect of which the company is fully secured	839,268,394	694,126,688	743,497,940
II	Receivables considered good which the company holds no security other than the debtor's personal security	-	-	-
III	Receivables considered doubtful or bad	-	-	-
IV	Receivables due by Director or other officers of the company or any of them either severally or jointly with any other person or debts due by firm or private companies respectively in which any director is a partner or a director or a member	-	-	-
V	Receivables due by companies under the same management	-	-	-
VI	The maximum amount due by directors or other officers of the company	-	-	-
	Total	**839,268,394**	**694,126,688**	**743,497,940**

Ageing of the above Receivables is given below:

Particulars	1-6 Months	Above 6 months	Total
Customers	**839,268,394**	-	**839,268,394**

Sd/-
Mahfel Huq & Co.
Chartered Accountants

Place: Dhaka;
Dated: March 01, 2018

Auditors' Certificate relating to IPO fund Tk.20,00,00,000.00 where Retained Earnings balance is Tk.192,52,10,335.00:

Retained Earnings balance as on 30th June 2017 is Tk.192,52,10,335.00 which has already been invested in different formats like Plant & Machinery, Electrical Installation, Land Development, Factory Building, ETP Plant, repayment of long term loan and working capital.

M.L. Dyeing Ltd. is a public limited company and its Pre-IPO paid-up capital is Tk.140,41,00,000.00. As per condition no. 10 of BSEC letter no. SEC/CPLC-139/2010/2579 dated- August 27, 2013 regarding 'Consent for Raising Paid-up Capital', the company require to comply the Commission's Notification No. SEC/CMRRCD/2006-159/Admin/03-44 dated 05.05.2010, where condition no. 2 requires that a public limited company whose paid-up capital exceeds Tk.50,00,00,000.00, shall apply to the Commission for making an issue of capital through public offering. To comply the above requirements as well as to enhance the manufacturing capacity, the company decided to raise capital Tk. 20,00,00,000.00 only through public offering (IPO).

Sd/-
Place: Dhaka **Mahfel Huq & Co.**
Date: May 05, 2018 Chartered Accountants

CHAPTER (XXVII): PUBLIC ISSUE APPLICATION PROCEDURE

Step-1 (Applicant)

1. An applicant for public issue of securities shall submit application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty fifth) working day** from the date of publication of abridged version of prospectus.

2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:

   a) Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and service charge available in respective customer account maintained with the Stockbroker/Merchant Banker. No margin facility, advance or deferred payment is permissible for this purpose. In case the application is made through a margin account, the application money shall be deposited separately and the Stockbroker/Merchant Banker shall keep the amount segregated from the margin account, which shall be refundable to the applicant, if become unsuccessful.

   b) Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the Issuer for an amount equivalent to the application money, with their application to the concerned Stockbroker/Merchant Banker. A Non-resident Bangladeshi (NRB) and Foreign applicant may also submit a single draft against 02(two) applications made by him/her, i.e. one in his/her own name and the other jointly with another person. The draft (FDD) shall be issued by the Bank where the applicant maintains Foreign Currency account debiting the same account **and provide the customer with a certificate mentioning the FC account number which has been debited to issue the FDD. The applicant shall also submit the certificate with their application**. No banker shall issue more than two drafts from any Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in respective customer account maintained with the Stockbroker/Merchant Banker.

   c) Eligible investors shall submit application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by exchange(s).

Step-2 (Intermediary)

3. The Stockbroker/Merchant Banker shall maintain a separate bank account only for this purpose namely “Public Issue Application Account”. The Stockbroker/Merchant Banker shall:

   a) post the amount separately in the customer account (other than NRB and Foreign applicants), and upon availability of fund, block the amount equivalent to the application money;

   b) accumulate all the application/buy instructions received up to the cut-off date, deposit the amount in the “Public Issue Application Account” maintained with its bank within the first banking hour of **next working day** of the cut-off date;

c) instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue a certificate in this regard.

4. Banker of the Stockbroker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover it to the respective Stockbroker/Merchant Banker.

5. For Non-resident Bangladeshi (NRB) and Foreign applicants, the Stockbroker/Merchant Banker shall prepare a list containing the draft information against the respective applicant's particulars.

6. The Stockbroker/Merchant Banker shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and Number of Securities applied for, and within 03 (three) working days from the cut-off date, send to the respective Exchange, the lists of applicants in electronic (text format with tilde '~' separator) format, the certificate(s) issued by its banker, the drafts **and certificates** received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the draft information.

7. **On the next working day**, the Exchanges shall provide the Issuer with the information received from the Stockbroker/Merchant Bankers, the drafts **and certificates** submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the draft information. Exchanges shall verify and preserve the bankers' certificates in their custody.

8. The application/buy instructions shall be preserved by the Stockbroker/Merchant Bankers up to 6 months from listing of the securities with exchange.

Step-3 (Issuer)

9. The Issuer shall prepare consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification. The Issuer shall post the consolidated list of applicants on its website and websites of the Exchanges. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.

10. **On the next working day**, CDBL shall provide the Issuer with an updated database of the applicants containing BO Account Number, Name, Addresses, Parents' Name, Joint Account and Bank Account information along with the verification report.

11. After receiving verification report and information from CDBL, the Issuer shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications and submit report of final status of subscription to the Commission and the Exchanges **within 10 (ten) working days** from the date of receiving information from the Exchanges.

12. The Issuer and the issue manager shall conduct category wise lottery with the valid applications **within 03 (three) working days** from the date of reporting to the Commission and the Exchanges, if do not receive any observation from the Commission or the Exchanges.

13. The Issuer and issue manager shall arrange posting the lottery result on their websites within **06 (six) hours** and on the websites of the Commission and Exchanges within **12 (twelve) hours** of lottery.

14. Within **02 (two) working days** of conducting lottery, the Issuer shall:
    a) send category wise lists of the successful and unsuccessful applicants in electronic (text format with tilde '~' separator) format to the respective Exchange.

    b) send category wise lists of unsuccessful applicants who are subject to penal provisions as per conditions of the Consent Letter issued by the Commission in electronic (text format with tilde '~' separator) format to the Commission and Exchanges mentioning the penalty amount against each applicant.

    c) issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to respective Exchange in electronic form.

    d) send consolidated allotment data (BOID and number of securities) in electronic text format in a CDROM to CDBL to credit the allotted shares to the respective BO accounts.

Step-4 (Intermediary)

15. **On the next working day**, Exchanges shall distribute the information and allotment letters to the Stockbroker/Merchant Bankers concerned in electronic format and instruct them to:

    a) remit the amount of successful (other than NRB and Foreign) applicants to the Issuer's respective Escrow Account opened for subscription purpose, and unblock the amount of unsuccessful applicants;

    b) send the penalty amount of other than NRB and Foreign applicants who are subject to penal provisions to the Issuer's respective Escrow Accounts along with a list and unblock the balance application money;

16. **On the next working day** of receiving the documents from the Exchanges, the Stockbrokers/Merchant Banker shall request its banker to:

    a) release the amount blocked for unsuccessful (other than NRB and foreign) applicants;

    b) remit the aggregate amount of successful applicants and the penalty amount of unsuccessful applicants (other than NRB and foreign) who are subject to penal provisions to the respective 'Escrow' accounts of the Issuer opened for subscription purpose.

17. **On the next working day** of receiving request from the Stockbrokers/Merchant Bankers, their bankers shall unblock the amount blocked in the account(s) and remit the amount as requested for to the Issuer's 'Escrow' account.

18. **Simultaneously**, the stockbrokers/Merchant Bankers shall release the application money blocked in the customer accounts; inform the successful applicants about allotment of securities and the unsuccessful applicants about releasing their blocked amounts and send documents to the Exchange evidencing details of the remittances made to the respective 'Escrow' accounts of the Issuer. The unblocked amounts of unsuccessful applicants shall be placed as per their instructions. The Stockbroker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, from the applicant who wants to withdraw the application money, up to an amount of Tk. 5.00 (five) per withdrawal.

19. All drafts submitted by NRB or Foreign applicants shall be deposited in the Issuer's respective 'Escrow' accounts and refund shall be made by the Issuer by refund warrants through concerned stockbroker or merchant banker or transfer to the applicant's bank account (**FC account which has been debited to apply by NRB or foreign applicants)** through banking channel within 10 (ten) working days from the date of lottery.

Miscellaneous:

20. The Issuer, Issue Manager(s), Stockbrokers and Merchant Bankers shall ensure compliance of the above.

21. The bank drafts (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.

22. Amount deposited and blocked in the "Public Issue Application Account" shall not be withdrawn or transferred during the blocking period. Amount deposited by the applicants shall not be used by the Stockbrokers/Merchant Bankers for any purpose other than public issue application.

23. The Issuer shall pay the costs related to data transmission, if claimed by the Exchange concerned up to an amount of Tk. 2,00,000.00 (taka two lac) for a public issue.

24. The Stockbroker/Merchant Bankers shall be entitled to a service charge of Tk. 5.00 (Taka five) only per application irrespective of the amount or category. The service charge shall be paid by the applicant at the time of submitting application.

25. The Stockbroker/Merchant Banker shall provide the Issuer with a statement of the remittance and drafts sent.

26. The Issuer shall accumulate the penalty amount recovered and send it to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.

27. The concerned Exchange are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

All eligible Stock Brokers and Merchant Bankers shall receive the IPO subscription.

The IPO subscription money collected from successful applicants (other than NRB applicants) by the Stockbrokers/Merchant Bankers will be remitted to the Company's **Account No. 0021360002882**with Social Islami Bank Limited, Principal Branch, Dhaka, Bangladesh for this purpose.

The IPO subscription money collected from successful NRB applicants in US Dollar or UK Pound Sterling or EURO shall be deposited to three FC accounts opened by the Company for IPO purpose are as follows:

Sl	Name of the A/C	Account No.	Type of A/C	Currency	Bank & Branch
1	M.L. Dyeing Limited	0021680000018	FC A/C	USD	Social Islami Bank Limited, Principal Branch, Dhaka
2		0021690000019		GBP	
3		0021700000011		EURO	

Application Form

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন।

Interested persons are entitled to a prospectus, if they desire, and that copies of prospectus may be obtained from the issuer and the issue manager.

M.L. DYEING LIMITED

APPLICATION FOR PUBLIC ISSUE

Date:

Name of applicant	:	
Client Code	:	
BO ID No.	:	
Category of applicant	:	
Name of the Company/Fund	:	
Number of Shares/Units	:	**…..…… Shares of Tk. …… each**
Total amount in Tk.	:	
Amount in word	:	
Mode of payment	:	
Cheque/Draft information	:	

Signature of **Applicants**

Signature of **Authorized Officer**

CHAPTER (XXVIII): OTHERS

DECLARATION REGARDING COST AUDIT

This is to inform you that Ministry of Commerce in its Gazette dated 12th January, 2003 ordered 5 companies from power sector and 6 companies from jute sector would be under Cost Audit Compliance. Later on, 3rd December 2009 Ministry of Commerce issued Gazette by which 42 companies from Garments and Textiles sector, 12 companies from Pharmaceutical sector and all the companies involved in manufacturing of Chemical Fertilizer would be under Cost Audit Compliance.

Since M.L. Dyeing Limited is not bracketed in above mentioned companies,Cost Audit by Cost and Management Accountants is not applicable for "M.L. Dyeing Limited".

Sd/-
Golam Azam Chowdhury
Managing Director
M.L. Dyeing Limited

Sd/-
Topon Kumar Paul
Chief Financial Officer
M.L. Dyeing Limited

Sd/-
Kamrun Naher
Chief Executive Officer
NBL Capital & Equity Management Limited

Sd/-
Md. Mamunur Rashid
Chief Executive Officer
Rupali Investment Limited

Date: September 27, 2017

MANAGEMENT ADDITIONAL DISCLOSURE

1. It appears from the draft prospectus that the issuer company procures 43.35% from R. N. Spinning Mills Ltd. under common ownership. As such, the merits and demerits of such procurement from companies under common ownership and pricing thereof are required to be disclose;

***Reply**: M.L. Dyeing Ltd. procures from R.N. Spinning Mills Ltd. as per market price and condition through L/C as applicable consistently to other suppliers. Easily quality ensured and timely uninterrupted trustful supply of raw materials can be obtained because of common ownership. If R.N. Spinning Mills Ltd. fails to provide uninterrupted supply as per requirement, then MLDL has to search other relevant suppliers.*

2.Reason of decline in sales over the years and so profit is required to disclose;

***Reply**: We have commenced our commercial operation in the year 2002. Over the years, we have developed good terms with our customers and reputation as well. The unit selling price of the company's products have been decreasing in international market after the year ended 2013-2014, which was global effect. Company management then decisively taken defensible strategy to manage the situation favorable. From the year of 2016-2017 the adverse price situation has been becoming favorable. During these years, we have diversified our products also. Our sales have been increased gradually in terms of volume and price. In order to increase our sales, we have already increased our production capacity. From the year of 2016, our sales have been in increasing trend. It is because of our concerted effort to increase sales, increase of capacity, demand etc. and we hope that it will continue in the long run.*

3. Reason of huge volume of trade receivable against low volume of trade payable is required to disclose;

***Reply**: We are 100% export oriented company. Our sales and purchase are 100% L/C basis. We export our products on sight and deferred basis as per L/C terms and sequentially our Trade Receivables have been effected on reporting date. Our management has been decided to increase the credit facilities as well as credit period to retain the customers and market favorable. Mentionable here that our receivables are considered as fully secured and guaranteed payment by export letter of credit opening bank against export order and is considered good & realizable as per the terms of export letter of credit. On the other hand, as per management decision, we usually purchase our raw materials on sight L/C and deferred L/C basis. Hence, trade payable seems lower as it includes deferred purchase only. However, the management of the company is concerned about the matter and going forward is trying to purchase on credit basis to mitigate the mentioned issue. We have been enjoying satisfactory business relationship with our suppliers with uninterrupted and faithful supply.*

4. Justification of data processing amount Tk. 77.53 lakh under IPO expense is required to be disclosed;

***Reply**: We have estimated Data Processing and Share Software Charge on the basis of our IPO and capital size as well as market practice. Our IPO size is Tk. 20.00 Crore and after IPO our capital size will be Tk.160.41 Crore. The expenses have been estimated and the actual cost may change if the mentioned amount will differ and those will be adjusted accordingly.*

5.Sales revenue has been shown with incremental of 13.88% in June 2018 under Projected Information (PFI) whereas actual sales revenue is registering with declining trend. As such, it is required to justify such incremental in (PFI);

Reply*: In order to increase our sales, we have already increased our production capacity. From the year of 2016, our sales have been in increasing trend because of our concerted effort to increase sales, increase of capacity, demand etc. and we hope that it will continue in the long run. We have projected to increase our capacity by addition of machineries into our production facilities in the year of 2018 which will facilitate to more production and accordingly it will lead to incremental revenue.*

6. It appears from 'Strength' of the issue company under SWOT analysis that it has Research & Development team as disclosed as per rule 5 [Annexure E(B)(6)(b)] of BSEC (PI) Rules, 2015. Neither department as disclosed under rule 5 [Annexure E(B)(7)(i)] of the BSEC (PI) Rules, 2015 nor any of top five executive as disclosed under rule 5 [Annexure E (B)(9)(a)] of the BSEC (PI) Rules, 2015 was found.

Reply*: We have a Research & Development team headed by Mr. Nur Quashem, General Manager- Factory. The team works for research & development affairs and it is constituted by the following members from different department who are engaged in factory. The team members' are-*

Sl#	Name	Designation	Remarks
1	Mr. Nur Quashem	General Manager- Factory	Head of R&D team
2	Mr. Ali Ahmed	Sr. Lab Technician	Member
3	Mr. Sohel Rana	Lab Technician	Member
4	Mr. Kamal Hossain	Lab Technician	Member
5	Ms. Nilufa Yasmin	Lab Technician	Member
6	Md. Shafiqul Islam (Sojib)	Lab Technician	Member
7	Mr. Julhas Uddin	Lab Technician	Member
8	Ms. Rita Parvin	Lab Technician	Member

7. It is required to clearly state the process of significant influence in decisions of R.N. Spinning Mills Ltd. is being made by Chairman (out of five directors of R.N. Spinning Mills Ltd.) namely Mr. Humayun Kabir who is nominated by the issuer company;

Reply*: M. L. Dyeing Limited has share investment in R.N Spinning Mills limited for 20,420,000 ordinary shares of Tk.10/- each (at par) amounting Tk. 204,200,000. Carrying value of the Investment as on June 30, 2017 stood at Tk. 357, 866,100 for no. of 26,204,520 ordinary shares being 8.8117% of total ordinary shares of R.N. Spinning Mills Ltd.*

M.L. Dyeing Ltd., represented by Mr. Humayun Kabir, is a Director & Chairman of R.N. Spinning Mills Ltd., who has significant influence in participation in policy-making processes, including participation in decisions about dividends or other distributions in R.N. Spinning Mills Ltd. According to the requirement of BAS 28 Investment in Associates and Joint Ventures, the Company treated R.N. Spinning Mills Ltd. as an associate company.

Sd/-
Golam Azam Chowdhury
Managing Director
M.L. Dyeing Limited